

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE MIDDLE DISTRICT OF TENNESSEE
NASHVILLE DIVISION**

In re:)	
)	Chapter 11
Curae Health, Inc., <i>et al.</i> ¹)	Case No. 18-05665
)	
1721 Midpark Road, Suite B200)	Judge Walker
Knoxville, TN 37921)	
Debtors.)	Jointly Administered

THE DEADLINE FOR FILING A TIMELY RESPONSE IS: December 28, 2018
IF A RESPONSE IS TIMELY FILED, THE HEARING WILL BE: January 15, 2019 at 9:00 a.m
Central Standard Time in Courtroom 2, 2nd Floor, Customs House, 701 Broadway, Nashville,
Tennessee 37203

**NOTICE OF FIRST INTERIM
FEE APPLICATION FOR POLSINELLI PC**

PLEASE TAKE NOTICE that on December 7, 2018, the above-captioned debtors and debtors in possession (the “**Debtors**”) filed their *FIRST INTERIM FEE APPLICATION OF POLSINELLI PC FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE DEBTORS AND DEBTORS IN POSSESSION FOR THE PERIOD FROM AUGUST 24, 2018 THROUGH OCTOBER 31, 2018* (the “**First Interim Application**”), attached hereto.

PLEASE TAKE FURTHER NOTICE that if a response is timely filed, a hearing on the Application will be held on **January 15, 2019 at 9:00 a.m. Central Standard Time** in Courtroom 2, 2nd Floor Customs House, 701 Broadway, Nashville, TN 37203.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are Curae Health, Inc. (5638); Amory Regional Medical Center, Inc. (2640); Batesville Regional Medical Center, Inc. (7929); and Clarksdale Regional Medical Center, Inc. (4755); Amory Regional Physicians, LLC (5044); Batesville Regional Physicians, LLC (4952); Clarksdale Regional Physicians, LLC (5311).

YOUR RIGHTS MAY BE AFFECTED. If you do not want the court to grant the Application by entering the proposed final order, attached hereto, or if you want the court to consider your views on the Application, then on or before **December 28, 2018**, you or your attorney must:

1. File with the court your response or objection explaining your position. **Please note: the Bankruptcy Court for the Middle District of Tennessee requires electronic filing. Any response or objection you wish to file must be submitted electronically. To file electronically, you or your attorney must go to the court website and follow the instructions at: <https://ecf.tnmb.uscourts.gov>.**

If you need assistance with Electronic Filing you may call the Bankruptcy Court at (615) 736-5584. You may also visit the Bankruptcy Court in person at: 701 Broadway, 1st Floor, Nashville, TN (Monday - Friday, 8:00 A.M. - 4:00 P.M.).

2. Your response must state the deadline for filing responses, the date of the scheduled hearing and the Application to which you are responding.

THERE WILL BE NO FURTHER NOTICE OF THE HEARING DATE. If a response is filed before the deadline stated above, the hearing will be held at the time and place indicated above. You may check whether a timely response has been filed by viewing the case on the court's website at <https://ecf.tnmb.uscourts.gov>. If you or your attorney does not take these steps, the court may decide that you do not oppose the relief sought in the Application and may enter the attached final order granting that relief.

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Dated: December 7th, 2018.
Nashville, Tennessee

POLSINELLI PC

/s/ Michael Malone

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401 Commerce Street, Suite 900
Nashville, TN 37219
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-and-

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*Counsel to the Debtors and
Debtors in Possession*

**IN THE UNITED STATES BANKRUPTCY COURT
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In re:)	
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Curae Health, Inc., <i>et al.</i> ¹)	Case No. 18-05665
)	
1721 Midpark Road, Suite B200)	Judge Walker
Knoxville, TN 37921)	
Debtors.)	Jointly Administered

**FIRST INTERIM FEE APPLICATION OF POLSINELLI PC FOR
COMPENSATION AND REIMBURSEMENT OF EXPENSES AS COUNSEL
TO THE DEBTORS AND DEBTORS IN POSSESSION
FOR THE PERIOD FROM AUGUST 24, 2018 THROUGH OCTOBER 31, 2018**

POLSINELLI PC (“**Polsinelli**”), counsel to the debtors and debtors in possession (the “**Debtors**”) in the above-captioned cases, submits its first interim fee application (the “**First Interim Application**”) and seeks entry of an order, substantially in the form attached hereto as **Exhibit A** (the “**Proposed Order**”), pursuant to 11 U.S.C. §§ 330 and 331, granting approval of its interim compensation and reimbursement of expenses for the period from August 24, 2018 through October 31, 2018 (the “**Compensation Period**”). In support thereof, Polsinelli respectfully represents as follows:

GENERAL BACKGROUND

1. On August 24, 2018 (the “**Petition Date**”), the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code with this Court commencing the above-captioned chapter 11 cases (the “**Chapter 11 Cases**”). The factual background regarding the

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are Curae Health, Inc. (5638); Amory Regional Medical Center, Inc. (2640); Batesville Regional Medical Center, Inc. (7929); and Clarksdale Regional Medical Center, Inc. (4755); Amory Regional Physicians, LLC (5044); Batesville Regional Physicians, LLC (4952); Clarksdale Regional Physicians, LLC (5311).

Debtors, including their business operations, debt structure, and the events leading to the filing of the Chapter 11 Cases is set forth in detail in the *Declaration of Stephen N. Clapp, Chief Executive Officer of Curae Health, Inc., in Support of Chapter 11 Petitions and First Day Pleadings* [Docket No. 49] and fully incorporated herein by reference.

2. The Debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to §§ 1107(a) and 1108 of the Bankruptcy Code.

3. On August 29, 2018, the Court entered an order authorizing the joint administration of the Chapter 11 Cases [Docket No. 59].

4. Polsinelli was approved as bankruptcy counsel by Order entered October 5, 2018 [Docket No. 280].

5. This is the first interim application for fees and expenses incurred by Polsinelli as bankruptcy counsel in the Chapter 11 Cases.

PROJECT CATEGORIES

6. Attached hereto as Exhibit B is a detailed statement of legal services rendered in the aggregate amount of \$371,054.00 and expenses incurred in the amount of \$6,813.89 during the Compensation Period. The services have been put in the following categories:

Project Code	Project Category	Estimated Hours	Estimated Fees
B110	Case Administration	100.90	35,825.50
B120	Asset Analysis & Recovery	10.00	4,538.00
B130	Asset Disposition	150.60	70,483.00
B140	Relief from Stay/Adequate Protection Proceedings	6.30	2,382.00
B145	Court Hearings	64.30	28,439.00
B150	Creditor Committee Meetings	13.10	6,483.00
B155	Creditor Inquiries	18.60	8,045.00
B160	Employment/Fee Applications	5.90	3,245.00
B162	Polsinelli Retention	2.00	720.00
B164	Polsinelli Fee Applications	11.70	3,366.50

B170	Other Professional Retention	22.50	8,100.00
B175	Other Fee Applications	5.00	1,325.00
B185	Assumption/Rejection of Leases & Contracts	64.70	21,781.50
B190	Litigation/Other Contested Matters	1.50	885.00
B195	Non-Working Travel	47.20	14,284.50
B210	Business Operations	126.30	59,318.00
B230	Financing & Cash Collateral	133.10	68,721.00
B240	Tax Issues	1.30	767.00
B270	Budgeting (Case)	16.00	8,040.00
B290	Schedules/SOFAs/UST Reports	64.70	21,430.00
B400	Bankruptcy-Related Advice	4.50	2,875.00
Estimated Total:		870.20	\$371,054.00

STATEMENT OF APPLICANT

7. The services were actual and necessary services rendered by Polsinelli on behalf of the Debtors and the compensation requested is considered to be reasonable. In compliance with the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013* (the “**UST Guidelines**”), the Debtors have prepared the attached exhibits: Summary Cover Sheet as Exhibit C; Summary of Timekeepers as Exhibit D; Customary and Comparable Compensation Disclosure as Exhibit E. These Exhibits provide a summary of the fee application and a comparison of the blended hourly rates being charged by Polsinelli in this First Interim Application.

8. In further compliance with the UST Guidelines, Polsinelli states as follows:

- A. There are no variations from, or alternatives to, Polsinelli’s standard or customary billing arrangements for this engagement.
- B. The fees sought by Polsinelli in this First Interim Application are within the projected fees budgeted pursuant to the Budget and staffing plans provided by Polsinelli to the Debtors for the Compensation Period.
- C. No professionals from Polsinelli covered by this First Interim Application have varied their hourly rates based upon the geographical location of the Chapter 11 cases.

- D. The fees covered by this Application include approximately 0.0 hours reviewing invoices to ensure that the time entries attached to this First Interim Application are properly coded to comply with the UST Guidelines.
- E. The fees covered by this First Interim Application include approximately 0.0 hours in reviewing time records to redact any privileged or other confidential information.
- F. There was no hourly rate increase by Polsinelli during the Interim Fee Period.

9. Pursuant to the Debtors' final budget (the "**Final Budget**"), attached to the *Final Order (I) Authorizing the Debtors to (A) Obtain Postpetition Secured Financing and (B) Utilize Cash Collateral, (II) Granting Liens and Superpriority Administrative Expense Status, (III) Granting Adequate Protection, and (IV) Modifying the Automatic Stay* (the "**Final DIP Order**") [Docket No. 455], the amount budgeted for Polsinelli's professional compensation for the Compensation Period is \$275,000.00 (the "**Budgeted Amount**").

10. As of the date of this First Interim Application, Polsinelli holds a retainer of \$100,000.00 from the Debtors (the "**Retainer**").

EXPENSES

8. This Application includes a request for reimbursement of expenses in the amount of \$6,813.89 which are expenses incurred by Polsinelli, further described below. All expenses were actual and necessary expenses incurred in providing the legal services described herein and are reimbursable pursuant to 11 U.S.C. § 330.

Category	Amount (\$)
Airfare	60.00
Court Costs	17.50
Deliveries	152.50
Filing Fees	527.54
Lodging	3,396.35
Meals	709.57
Postage	2.35
Transportation	1,903.16
Travel	44.84
Total Expenses	\$ 6,813.89

WHEREFORE, pursuant to 11 U.S.C. § 330, Polsinelli seeks allowance and payment of the fees and expenses incurred by Polsinelli during these Chapter 11 Cases for the Compensation Period as provided in this First Interim Application. Polsinelli respectfully requests that the Court enter the Proposed Order (i) approving the First Interim Application, (ii) authorizing and directing the Debtors to pay to Polsinelli the amount requested in this First Interim Application up to the Budgeted Amount, (iii) authorizing Polsinelli to apply the Retainer to the outstanding balance owed to Polsinelli once the Budgeted Amount has been paid, and (iv) granting such further relief as is just and proper.

Dated: December 7th, 2018
Nashville, Tennessee

POLSINELLI PC

/s/ Michael Malone

Michael Malone
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Nashville, TN 37219
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*Counsel to the Debtors and
Debtors in Possession*

EXHIBIT A
PROPOSED ORDER

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE MIDDLE DISTRICT OF TENNESSEE
NASHVILLE DIVISION**

In re:)	
)	Chapter 11
Curae Health, Inc., <i>et al.</i> ¹)	Case No. 18-05665
)	
1721 Midpark Road, Suite B200)	Judge Walker
Knoxville, TN 37921)	
Debtors.)	Jointly Administered

**PROPOSED ORDER GRANTING FIRST INTERIM FEE APPLICATION OF
POL SINELLI PC AS BANKRUPTCY COUNSEL FOR THE DEBTORS**

Upon consideration of the First Interim Application² of Polsinelli PC as bankruptcy counsel for the Debtors in the above-captioned bankruptcy cases for allowance of compensation and reimbursement of expenses, on an interim basis, for the Compensation Period; and it appearing to the Court that all of the requirements of sections 327, 328, 330, 331 and 503(b) of title 11 of the United States Code, as well as Rule 2016 of the Federal Rules of Bankruptcy Procedure and Rules 2016-1 and 9013-1 of the Local Rules for the United States Bankruptcy Court for the Middle District of Tennessee, have been satisfied; and it further appearing that the expenses incurred were reasonable and necessary; and that notices of the First Interim Application was appropriate; and after due deliberation and sufficient good cause appearing; and that there were no objections to the First Interim Application, it is hereby

ORDERED, ADJUDGED, AND DECREED:

1. The First Interim Application of Polsinelli PC is approved on an interim basis.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are Curae Health, Inc. (5638); Amory Regional Medical Center, Inc. (2640); Batesville Regional Medical Center, Inc. (7929); and Clarksdale Regional Medical Center, Inc. (4755); Amory Regional Physicians, LLC (5044); Batesville Regional Physicians, LLC (4952); Clarksdale Regional Physicians, LLC (5311).

² Capitalized terms used but not otherwise defined herein shall have the meaning assigned to them in the First Interim Application.

2. The fees in the amount of \$371,054.00 and expenses in the amount of \$6,813.89 incurred by Polsinelli during the Compensation Period are hereby allowed as being reasonable compensation and actual, necessary services and expenses of the estates and thus payable as fees and expenses pursuant to 11 U.S.C. § 330.

3. The Debtors are authorized and directed, as provided herein, to remit, or cause to be remitted, payment in the amounts set forth in the First Interim Application up to the Budgeted Amount, less any amounts and all amounts previously paid on account of such fees and expenses.

4. Polsinelli is authorized to apply the Retainer to the outstanding balance owed to Polsinelli for the Compensation Period once the Budgeted Amount has been remitted pursuant to this Order.

5. The Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Order.

This Order Was Signed and Entered Electronically as Indicated At the Top of the First Page

APPROVED FOR ENTRY:

/s/ Michael Malone

Michael Malone

401 Commerce Street, Suite 900

Nashville, TN 37219

Telephone: (615) 259-1510

Facsimile: (615) 259-1573

mmalone@polsinelli.com

-and-

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cewang@polsinelli.com

*Counsel to the Debtors and
Debtors in Possession*

EXHIBIT B

DETAILED STATEMENT OF LEGAL SERVICES



1201 West Peachtree Street NW, Suite. 1100, Atlanta, GA 30309 | Phone: (404) 253-6000 www.polsinelli.com

This invoice reflects services performed and expenses incurred on your behalf. Your prompt attention is appreciated. Please contact us immediately to discuss any questions you may have. Thank you for this opportunity to serve you.

Curae Health, Inc.
Steve Clapp
P.O. Box 358
Clinton, TN 37717

October 16, 2018
Invoice No: 1585039
File No: 100329-604343

Re: Strategic Options

Invoice Summary

Current Professional Services	\$239,405.50
Current Disbursements	<u>1,447.46</u>
Total Current Invoice - Due Upon Receipt	\$240,852.96

Trust Balance: \$100,000.00

Questions regarding payments or accounts, please call **1-877-577-7455** or acctbilling@polsinelli.com.
For other inquiries, please contact **David E. Gordon** at **(404) 253-6000** or dgordon@polsinelli.com.

Please make checks payable to
Polsinelli PC
P.O. Box 878681
Kansas City, MO 64187-8681
Wire Instructions:
US Bank
Acct: **Polsinelli PC**
Acct #: 4343953230
ABA #: 101000187
SWIFT Code - USBKUS44IMT
Please reference Invoice No.

Due Upon Receipt

Late Payment Charge: 1% per month may be charged on outstanding balances



For Professional Services Through 9/30/18
File No. 100329-604343
Re: Strategic Options

Invoice Detail

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October 16, 2018
Invoice No: 1585039

<u>Date</u>	<u>Description</u>	<u>Tmkpr</u>	<u>Hours</u>	<u>Amount</u>
B110 Case Administration				
08/24/2018	Final review and revision of all Petitions (0.7); final review and revision of Joint Administration Motion (0.2); final review and revision of Patient Confidentiality Motion (0.7); final review and revision of Wages Motion (1.1); final review and revision of Utilities Motion (0.8); final review and revision of Insurance Motion (0.7); final review and revision of Polsinelli Retention application (1.3); final review and revision of GlassRatner retention motion (0.3); final review and revision of Special Counsel Retention Motion (0.3); final review and revision of BMC Retention Application (0.3); final review and revision of Schedule Extension Motion (0.2); final review and revision of Gordon Pro Hac (0.1); final review and revision of Wang Pro Hac (0.1); final review and revision of Motion to Set Expedited Hearing and First Day Declaration (0.7).	DEGOR	7.50	4,125.00
08/24/2018	Finish drafting first day motions and orders (5.8); review and edit bankruptcy petitions (3.2); negotiations with financial advisors to discuss same (1.9); coordinate with claims and noticing agent regarding first day notices (1.1); file first day motions and orders (.5).	CEWAN	12.50	4,500.00
08/24/2018	Revising exhibit 1 to the retention application/declaration (.5); revising and updating all chapter 11 petitions and attachments (1.7); preparing the Petition signatory pages for client's signatures (.5).	JMPUR	2.70	715.50
08/24/2018	Continue to review, organize and preparing index of loan documents relating to Community Health Systems.	JMPUR	1.40	371.00
08/27/2018	Review deadlines.	SJAST	0.20	76.00
08/27/2018	Messages with US Trustee regarding First Day Hearing (0.2); conference call with M. Seliber regarding same (0.2); calls with US Trustee regarding Initial Debtor Interview (0.3).	DEGOR	0.70	385.00
08/27/2018	Strategy session regarding First Day Hearing.	CEWAN	0.20	72.00

Invoice Detail

For Professional Services Through 9/30/18
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Re: Strategic Options

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<u>Date</u>	<u>Description</u>	<u>Tmkpr</u>	<u>Hours</u>	<u>Amount</u>
08/27/2018	Strategize regarding First Day Hearing.	CEWAN	0.20	72.00
08/27/2018	Reviewing the draft DIP Credit Agreement for deadlines and milestones and creating a chart regarding same.	JMPUR	6.50	1,722.50
08/28/2018	Preparation for initial debtor interview (0.3); attend same (1.4).	DEGOR	1.70	935.00
08/28/2018	Revise first day orders to conform to agreed revisions (1.4); meeting with C. Wang to go over same (0.8).	DEGOR	2.20	1,210.00
08/28/2018	Revise first day orders to conform to agreed revisions.	CEWAN	3.30	1,188.00
08/28/2018	Continuing to review the draft DIP Credit Agreement for deadlines and milestones and continuing to create a chart regarding same.	JMPUR	6.80	1,802.00
08/29/2018	Finish revising first day orders to conform to agreed revisions.	CEWAN	7.50	2,700.00
08/29/2018	Review loan documents relating to MidCap Financial and organize regarding same.	JMPUR	0.50	132.50
08/29/2018	Continuing to review the draft DIP Credit Agreement for deadlines and milestones and continuing to create a chart regarding same.	JMPUR	5.30	1,404.50
08/30/2018	Draft final hearing notices for Interim Orders (2.5); draft notices of motion and hearing for employment applications (1.2)	CEWAN	3.70	1,332.00
08/30/2018	Complete reviewing the draft DIP Credit Agreement for deadlines and milestones and complete creating a chart regarding same.	JMPUR	3.20	848.00
08/31/2018	Draft proposed final orders for first day motions granted on an interim basis.	CEWAN	3.70	1,332.00

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For Professional Services Through 9/30/18
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<u>Date</u>	<u>Description</u>	<u>Tmkpr</u>	<u>Hours</u>	<u>Amount</u>
08/31/2018	Finish drafting final hearing notices for Interim Orders (1.5); finish drafting notices of motion and hearing for employment applications (.8); coordinate with BMC group regarding same (.5).	CEWAN	2.80	1,008.00
08/31/2018	Online search in the data room for Master Lease Agreements (.7); download, organize and prepare an index regarding same (.4).	JMPUR	1.10	291.50
09/04/2018	Review physician contracts and spreadsheets for each debtor on amounts to be paid (0.8); create an Exhibit A chart to an Emergency Motion including the debtor's name, counterparty, date of contract, contract descriptions, service and/or specialty of physician and amounts to be paid for attorney review (3.3).	JMPUR	4.10	1,086.50
09/04/2018	Preparing coversheet and faxing to Marilyn at Monroe County Electric Power Association attaching the Utilities Motion and Order.	JMPUR	0.50	132.50
09/05/2018	Conference with office of US Trustee regarding appointment of PCO (0.2); analysis of same (0.3); call with S. Clapp regarding same (0.2); messages with MidCap regarding same (0.2).	DEGOR	0.90	495.00
09/05/2018	Review orders and agreements for critical dates (0.8); edit calendar of critical dates (1.0).	CEWAN	1.80	648.00
09/06/2018	Continue reviewing orders and agreements for critical dates (1.5); continue editing calendar of critical dates (1.2).	CEWAN	2.70	972.00
09/06/2018	Review Docket (0.2); calendar the 341 Meeting of Creditors (0.1); calendar deadline for appointment of health care ombudsman (0.1); calendar last day to file complaint to determine dischargeability to certain debt (0.1).	JMPUR	0.50	132.50
09/07/2018	Finish editing calendar of critical dates.	CEWAN	1.80	648.00

Invoice Detail

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<u>Date</u>	<u>Description</u>	<u>Tmkpr</u>	<u>Hours</u>	<u>Amount</u>
09/11/2018	Meeting with C. Wang and S. Clapp to discuss general status of Chapter 11 case and potential case outcomes (1.2).	DEGOR	1.20	660.00
09/11/2018	Meeting with D. Gordon and S. Clapp to discuss general status of Chapter 11 case and potential case outcomes (1.2).	CEWAN	1.20	432.00
09/12/2018	Prepare reclamation response letter to WW Grainger, Inc. (.4); prepare reclamation response letter to Henry Schein (.3)	JMPUR	0.70	185.50
09/12/2018	UCC search for physician entity debtors in the states of MS and TN (0.4); organize regarding same (0.3).	JMPUR	0.70	185.50
09/13/2018	Review and approve agreed order extending committee objection deadlines (0.2).	DEGOR	0.20	110.00
09/14/2018	Messages with Committee counsel regarding cash management issues (0.4); messages with US Trustee regarding same (0.2); messages with GlassRatner regarding same (0.2).	DEGOR	0.80	440.00
09/18/2018	E-mails with S. Astringer re: closing conditions.	JRJOH	0.20	170.00
09/18/2018	Create a data room for the Unsecured Creditor's Committee.	JMPUR	0.40	106.00
09/19/2018	Correspondence with Polsinelli team regarding filing statements and closing conditions.	SJAST	0.30	114.00
09/19/2018	E-mails with S. Astringer re: post-closing conditions.	JRJOH	0.30	255.00
09/19/2018	Review reclamation letter from Johnson & Johnson (.2); prepare response letter regarding same (.2)	JMPUR	0.40	106.00
09/19/2018	Review docket (.6); draft Agenda for Hearing scheduled for September 25, 2018 for attorney review (8).	JMPUR	1.40	371.00
09/20/2018	Correspondence with R. Young regarding insurance certificates (0.4). Review insurance certificates (0.7).	SJAST	1.10	418.00

Invoice Detail

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<u>Date</u>	<u>Description</u>	<u>Tmkpr</u>	<u>Hours</u>	<u>Amount</u>
09/20/2018	Prepare initial draft of an Exhibit and Witness List for the Motion to Sell Property Free and Clear for attorney review.	JMPUR	0.80	212.00
09/21/2018	Correspondence with Waller regarding insurance certificates.	SJAST	0.20	76.00
09/21/2018	E-mail S. Astringer re: post-closing conditions and teleconference re: same.	JRJOH	0.20	170.00
09/26/2018	Correspondence with DIP Lender regarding DACAs.	SJAST	0.30	114.00
Subtotal For B110 Case Administration			96.40	\$34,462.00
 B120 Asset Analysis & Recovery				
09/12/2018	Coordinate completion of request for extension of CON permit.	JTVAN	0.30	133.50
09/13/2018	Telephone conference regarding CON notice process.	JTVAN	0.50	222.50
09/14/2018	Correspondence regarding submission of CON extension request.	JTVAN	0.40	178.00
09/25/2018	Messages with US Trustee regarding resolution of sale objections (0.2); conference with counsel to Cigna regarding same (0.2); meeting with US Trustee, Stalking Horse, and Committee regarding same (0.5); meeting with creditors committee counsel to work on revisions to APA and Bid Procedures resulting from hearing (3.5).	DEGOR	4.40	2,420.00
09/25/2018	Messages with US Trustee regarding resolution of sale objections (0.2); conference with counsel to Cigna regarding same (0.2); meeting with US Trustee, Stalking Horse, and Committee regarding same (0.5); meeting with creditors committee counsel to work on revisions to APA and Bid Procedures resulting from hearing (3.5).	CEWAN	4.40	1,584.00



Invoice Detail

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<u>Date</u>	<u>Description</u>	<u>Tmkpr</u>	<u>Hours</u>	<u>Amount</u>
Subtotal For B120 Asset Analysis & Recovery			10.00	\$4,538.00
B130 Asset Disposition & Sales				
08/24/2018	Preliminary review of stalking horse APA (0.3); negotiations with NMHS regarding same (0.5).	DEGOR	0.80	440.00
08/26/2018	Further review and analysis of stalking horse APA.	DEGOR	1.40	770.00
08/27/2018	Analysis regarding Stalking Horse APA (0.8); negotiate with Stalking Horse regarding same (0.7).	CEWAN	1.50	540.00
08/27/2018	Detailed review and analysis of Stalking Horse APA (1.6); negotiations with Stalking Horse and follow up regarding same (1.3).	DEGOR	2.90	1,595.00
08/29/2018	Obtain certified TN formation documents for Curae entities for DIP opinion letter.	OJDAV	0.30	111.00
08/29/2018	Analyze investment banker retention (0.8); calls with S. McSween to discuss Stalking Horse APA (0.4); review Sale/Bid Procedures Motion and related orders and notices (0.5).	CEWAN	1.70	612.00
08/29/2018	Analyze investment banker retention (1.3); calls with S. McSween to discuss Stalking Horse APA (0.4); review and revise same (3.0); initial review and revision of Sale/Bid Procedures Motion and related orders and notices (2.3).	DEGOR	7.00	3,850.00
08/30/2018	Coordinate regarding stalking horse bid and APA.	CEWAN	0.50	180.00
08/30/2018	Call with S. Clapp and S. McSween regarding stalking horse bid and APA (0.6); detailed review, analysis, and revision of Sale and Bid Procedures Motion (6.4); initial review of Waller response to same (0.3); initial review of Waller mark-up of APA (0.3); Call with S. Clapp, S. McSween, and C. Wang regarding same (0.3).	DEGOR	7.90	4,345.00



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08/31/2018	Analysis regarding Amory Sale and APA issues (.5); negotiate with buyer's counsel regarding same (.5); review and revise sale motion (5.4); review revisions to APA (.4); negotiate same with Waller (.4); negotiate with MidCap counsel regarding approval of same (.6); finalize and file Sale Motion and APA (.7); notice parties regarding same (.3); review and comment on communications documents relating to sale (.4).	DEGOR	9.20	5,060.00
09/04/2018	Analysis regarding sale process and next steps (0.4); negotiate with competing bidder regarding same (0.2).	DEGOR	0.60	330.00
09/06/2018	Call with Morgan Stanley regarding sale process (0.5); call with D. Houston regarding stalking horse bid issues (0.4); messages with various potential buyers regarding asset acquisition opportunities (0.3).	DEGOR	1.20	660.00
09/07/2018	Conference call with NMHS team regarding Amory sale (0.7); messages with US Trustee regarding potential sale objections (0.1); messages with D. Houston regarding same (0.2); conference with counsel to potential competing bidder (0.3).	DEGOR	1.30	715.00
09/11/2018	Meeting with D. Houston to discuss committee objections to Bid Procedures motion and status of APA (0.7); follow up meeting with S. Clapp and D. Gordon regarding same (0.4).	CEWAN	1.10	396.00
09/11/2018	Conference with S. Clapp and Morgan Stanley regarding marketing and sale of hospitals.	CEWAN	0.40	144.00
09/11/2018	Meeting with D. Houston to discuss committee objections to Bid Procedures motion and status of APA (0.7); follow up meeting with S. Clapp and C. Wang regarding same (0.4).	DEGOR	1.10	605.00
09/13/2018	Conference with S. Clapp and Morgan Stanley regarding marketing and sale of hospitals.	CEWAN	0.20	72.00

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<u>Date</u>	<u>Description</u>	<u>Tmkpr</u>	<u>Hours</u>	<u>Amount</u>
09/14/2018	Call with NMHS stalking horse team to discuss status of Amory APA and sale process (0.5); follow up conference with Curae team regarding same (0.5); call with NMHS counsel and MedHost counsel to discuss MedHost sale issues (0.5); messages with NMHS regarding financial reporting (0.2).	DEGOR	1.70	935.00
09/18/2018	Meeting with D. Houston to go over Committee preliminary objections to sale motion (0.5); discuss potential resolutions of same (0.3).	DEGOR	0.80	440.00
09/18/2018	Conference with S. Clapp and Morgan Stanley regarding marketing and sale of hospitals.	CEWAN	0.30	108.00
09/19/2018	Conference with prospective stalking horse bidder for Batesville and Clarksdale (0.5); facilitate NDA and diligence access for same (0.2); conference with S. Clapp regarding same (0.3).	DEGOR	1.00	550.00
09/19/2018	Review Confidential Information Memorandum for prospective bidders (0.6); meet with C. Wang to discuss same (0.2); provide revisions to same (0.3).	DEGOR	1.10	605.00
09/19/2018	Review Confidential Information Memorandum for prospective bidders (0.3); meet with D. Gordon to discuss same (0.2).	CEWAN	0.50	180.00
09/19/2018	Review and analyze objections to sale motion (1.5); draft chart summarizing same (0.8).	CEWAN	2.30	828.00
09/20/2018	Continue reviewing and analyzing objections to sale motion in preparation for hearing.	CEWAN	1.50	540.00
09/20/2018	Conference with S. Clapp and Morgan Stanley regarding marketing and sale of hospitals.	CEWAN	0.40	144.00

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<u>Date</u>	<u>Description</u>	<u>Tmkpr</u>	<u>Hours</u>	<u>Amount</u>
09/21/2018	Review and analysis of all filed objections to sale motion (0.5); review sale procedures relating to executory contracts (0.7); review APA for inconsistencies with sale procedures (0.8); conference with Egerton regarding same (0.4); conference with D. Houston regarding needed revisions to APA and sale procedures (0.3); work on resolution of pending sale objections (0.4); initial review and analysis of committee objection (1.2); conference with Committee counsel regarding same. (0.2)	DEGOR	4.50	2,475.00
09/22/2018	Messages with W. Kittrell regarding revisions to APA needed to resolved sale objections (0.2).	DEGOR	0.20	110.00
09/23/2018	Review and revise APA to resolve sale objections (0.7); circulate same to deal team (0.1).	DEGOR	0.80	440.00
09/24/2018	Further review and analysis of sale objections (2.2); conference with counsel to MedHost and City of Amory to resolve sale objections (0.3); conference with D. Houston regarding pending sale objections and resolutions of same (0.3); meeting with Committee, Stalking Horse, and DIP Lender counsel to work on and negotiate global resolution of Committee Sale Objection (4.5).	DEGOR	7.30	4,015.00
09/24/2018	Further review and analysis of sale objections (1.5); draft summary of Cigna Objection (0.7); conference with counsel to MedHost and City of Amory to resolve sale objections (0.3); conference with D. Houston regarding pending sale objections and resolutions of same (0.3); meeting with Committee, Stalking Horse, and DIP Lender counsel to work on and negotiate global resolution of Committee Sale Objection (4.5).	CEWAN	7.30	2,628.00
09/26/2018	Review and analysis of committee revisions to Bid Procedures Order (0.8); circulate revised draft of same to notice parties (0.1); review and analysis of committee revisions to APA (1.8); messages with Committee Counsel regarding further revisions needed with respect to same (0.3); circulate same to notice parties (0.1); conference with D. Houston regarding stalking horse response to mark ups and next steps (0.7).	DEGOR	3.80	2,090.00

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<u>Date</u>	<u>Description</u>	<u>Tmkpr</u>	<u>Hours</u>	<u>Amount</u>
09/26/2018	Review and revise Bid Procedures Order (0.8); conference with D. Houston regarding stalking horse response to mark ups and next steps (0.7).	CEWAN	1.50	540.00
09/27/2018	Attend marketing update call (0.3); continued negotiation and revision of Bid Procedures Order (2.5); conferences with committee counsel regarding same (0.7); conferences with NMHS counsel regarding same (0.8); conference with US Trustee regarding same (0.3); finalize order and submit redline (0.3).	DEGOR	4.90	2,695.00
09/27/2018	Attend marketing update call (0.3); continue revising Bid Procedures Order (0.5); conferences with committee counsel regarding same (0.7); conferences with NMHS counsel regarding same (0.8); conference with US Trustee regarding same (0.3); finish drafting order and upload (1.5).	CEWAN	4.10	1,476.00
09/28/2018	Conference call with NMHS team regarding due diligence status (0.6); conference call with potential bidder regarding potential stalking horse bid for remaining hospitals (1.4); provide additional information relating to same (0.2); follow up conference with S. Clapp regarding same (0.1); conference with D. Houston regarding timing of APA markup (0.1); initial review of APA markup (0.5); review as-entered sale order (0.3); calendar all pending sale deadlines (0.1).	DEGOR	3.30	1,815.00
09/28/2018	Review auction notice to be published and served (0.2); messages with BMC regarding service of same (0.2).	CEWAN	0.40	144.00
Subtotal For B130 Asset Disposition & Sales			86.80	\$43,183.00

B140 Relief from Stay/Adequate Prot

09/05/2018	Messages to county counsel regarding postpetition tax sales (0.2); conference with D. Houston regarding same (0.2); follow up messages with S. Clapp regarding same (0.2).	DEGOR	0.60	330.00
09/26/2018	Review Motion for Relief From Stay filed by CHG (0.7); messages to CHG counsel regarding same (0.2).	CEWAN	0.90	324.00



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<u>Date</u>	<u>Description</u>	<u>Tmkpr</u>	<u>Hours</u>	<u>Amount</u>
09/27/2018	Continue reviewing and analyzing Motion for Relief From Stay filed by CHG (0.8); review contracts relating to same (0.7); messages with client regarding same (0.2); conference with CHG counsel regarding same (0.3).	CEWAN	2.00	720.00
09/28/2018	Draft proposed settlement for CHG Motion for Relief from Stay.	CEWAN	1.20	432.00
Subtotal For B140 Relief from Stay/Adequate Prot			4.70	\$1,806.00
B145 Court Hearings				
08/27/2018	Prepare outlines of first day motions for first day hearing (7.5); review local rules for same (0.9); prepare map of debtors for same (0.5).	CEWAN	8.90	3,204.00
08/27/2018	Preparation of argument for first day hearing (2.0); outline arguments on first day orders (1.7).	DEGOR	3.70	2,035.00
08/28/2018	Final preparation for First Day Hearing (6.3); attend first day hearing (2.5).	CEWAN	8.80	3,168.00
08/28/2018	Final preparation for First Day Hearing (4.5); attendance and argument at same (2.5).	DEGOR	7.00	3,850.00
08/28/2018	Attend hearing on debtors' first day motions.	MAMAL	2.80	1,036.00
09/04/2018	Call with US Trustee regarding agenda for September 11 Status Conference and ombudsman and committee appointment (0.3); messages with regulators regarding same (0.3).	CEWAN	0.30	108.00
09/04/2018	Call with US Trustee regarding agenda for September 11 Status Conference and ombudsman and committee appointment (0.1); messages with regulators regarding same (0.2).	DEGOR	0.30	165.00

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<u>Date</u>	<u>Description</u>	<u>Tmkpr</u>	<u>Hours</u>	<u>Amount</u>
09/10/2018	Review and revise Agenda for status conference (0.2); messages with MidCap counsel regarding same (0.2); preparation for status conference (1.0).	DEGOR	1.40	770.00
09/10/2018	Draft agenda for September 11 hearing.	CEWAN	0.80	288.00
09/11/2018	Prepare status conference statement for presentation to the Court (1.0).	DEGOR	1.00	550.00
09/17/2018	Draft agenda for September 18 hearing.	CEWAN	0.60	216.00
09/17/2018	Initial preparation and outline of argument for September 18 hearing (1.2).	DEGOR	1.20	660.00
09/18/2018	Draft agreed order continuing hearing on final DIP and Cash Management Motions.	CEWAN	2.70	972.00
09/19/2018	Messages with J. Pursiano regarding agenda and witness list for 9/25 hearing (0.3); review and edit same (0.5)	CEWAN	0.80	288.00
09/19/2018	Review and comment on order continuing final hearings on DIP and Cash management (0.3); messages with Waller regarding same (0.2); messages with committee counsel regarding same (0.2).	DEGOR	0.70	385.00
09/19/2018	Analysis of witnesses for 9/25 hearing (0.3); messages with D. Houston regarding same (0.2); meeting with C. Wang regarding same and regarding witness and exhibit list (0.2).	DEGOR	0.70	385.00
09/20/2018	Review and finalize agenda and witness list for 9/25 hearing (0.8).	CEWAN	0.80	288.00
09/24/2018	Prepare for 9-25 hearing (0.5).	CEWAN	0.50	180.00
09/24/2018	Preparation for 9-25 hearing (1.2).	DEGOR	1.20	660.00
09/25/2018	Final preparation for September 25 Hearing (2.2); attendance and argument at same (1.0).	DEGOR	3.20	1,760.00

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<u>Date</u>	<u>Description</u>	<u>Tmkpr</u>	<u>Hours</u>	<u>Amount</u>
09/25/2018	Final preparation for September 25 Hearing (0.7); attendance at same (1.0).	CEWAN	1.70	612.00
Subtotal For B145 Court Hearings			49.10	\$21,580.00
B150 Creditor Committee Meetings				
09/06/2018	Messages with US Trustee regarding formation of UCC (0.2); initial call with committee counsel (0.5).	CEWAN	0.70	252.00
09/06/2018	Messages with US Trustee regarding formation of UCC (0.2); initial call with committee counsel (0.5).	DEGOR	0.70	385.00
09/07/2018	Prepare for and attend call with committee counsel.	DEGOR	0.50	275.00
09/07/2018	Prepare for and attend call with committee counsel.	CEWAN	0.50	180.00
09/08/2018	Initial review and analysis of committee discovery request (0.3); messages with committee counsel regarding same (0.1); messages with C. Clapp regarding same (0.2).	DEGOR	0.60	330.00
09/10/2018	Detailed review and analysis of Committee Discovery request and potential positions on same (1.2); conference with S. Clapp and team regarding same (0.7); gather and assemble for production documents responsive to same (1.5); conference with Committee counsel regarding same (0.6).	DEGOR	4.00	2,200.00
09/10/2018	Conference with S. Clapp and team regarding Committee Discovery request (0.7); conference with Committee counsel regarding same (0.6).	CEWAN	1.30	468.00
09/17/2018	Review and analysis of Committee discovery request regarding cash management issues (0.2); call with D. Gordon to direct response to same (0.2); conference call with Committee regarding committee positions on cash management and sale issues (0.9).	CEWAN	1.30	468.00

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<u>Date</u>	<u>Description</u>	<u>Tmkpr</u>	<u>Hours</u>	<u>Amount</u>
09/17/2018	Review and analysis of Committee discovery request regarding cash management issues (0.3); call with C. Wang to direct response to same (0.2); review and analysis of Committee objections to sale motion (0.3); conference call with Committee regarding committee positions on cash management and sale issues (0.9); gather additional information for Committee relating to same (0.3); circulate same (0.2).	DEGOR	2.20	1,210.00
09/19/2018	Gather documents and information in response to Committee discovery requests (0.5).	DEGOR	0.50	275.00
09/22/2018	Review and analysis of Committee issues raised with respect to payment of prepetition employee health insurance claims (0.3); memorandum to Curae team regarding next steps to resolve same (0.2); messages with T. Brown, M. Glade, and S. Clapp regarding same (0.3).	DEGOR	0.80	440.00
Subtotal For B150 Creditor Committee Meetings			13.10	\$6,483.00
B155 Creditor Inquiries				
09/05/2018	Calls with numerous creditors regarding case notifications and case status (1.9); messages with counsel to Brentwood Acquisition (0.2); messages and call with Crown Laundry (0.2); messages with MedSouth medical imaging (0.2).	DEGOR	2.50	1,375.00
09/05/2018	Calls with creditors regarding case notifications and case status (0.9).	CEWAN	0.90	324.00
09/07/2018	Call with counsel to ServisFirst (0.7); respond to creditor inquiries (0.7).	DEGOR	1.40	770.00
09/10/2018	Conference with counsel to Monroe county regarding ambulance service issues and Amory sale process (0.3); conference with counsel to Schumacher regarding physician motion (0.3); follow up conference with S. Clapp regarding same (0.2); messages with counsel to ServisFirst regarding sale process and receivables information (0.3).	DEGOR	1.10	605.00

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<u>Date</u>	<u>Description</u>	<u>Tmkpr</u>	<u>Hours</u>	<u>Amount</u>
09/13/2018	Return phone calls to all creditors to answer questions regarding bankruptcy cases.	CEWAN	0.40	144.00
09/14/2018	Return phone calls to all creditors to answer questions regarding bankruptcy cases (1.0).	DEGOR	1.00	550.00
09/28/2018	Respond to all creditors' calls and e-mails for week starting 9/24 (3.5); messages with client summarizing same (0.7).	CEWAN	4.20	1,512.00
Subtotal For B155 Creditor Inquiries			11.50	\$5,280.00
B160 Employment/Fee Applications				
09/06/2018	Drafting of Morgan Stanley retention application and supporting documents.	DEGOR	2.50	1,375.00
09/19/2018	Gather information relating to MidCap for Polsinelli retention application (0.3); review and analysis of same (0.2).	DEGOR	0.50	275.00
09/21/2018	Review correspondence from US Trustee regarding pending issues with employment applications (0.2); draft supplemental declaration in support of Polsinelli application (0.5); draft revised proposed order on Glass Ratner retention (0.4); conference with S. McSween regarding supplemental declaration in support of Egerton application (0.2); drafting and revision of same (0.3); conference with US Trustee regarding retention issues (0.2); conference with committee counsel regarding same (0.2).	DEGOR	2.00	1,100.00
09/22/2018	Message to MidCap counsel regarding Committee and US Trustee issues with standing to pursue claims against DIP Lender (0.2).	DEGOR	0.20	110.00
09/26/2018	Messages with Committee counsel regarding resolution of issues relating to Polsinelli, GlassRatner, and Egerton Employment Applications (0.2); call with A. Sherman regarding same (0.1); review and finalize supplemental declarations in support of same (0.2).	DEGOR	0.50	275.00



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Subtotal For B160 Employment/Fee Applications			5.70	\$3,135.00
B162 Polsinelli Retention				
09/07/2018	Revise Polsinelli employment application for re-filing (0.5); revised proposed order for same (0.5); draft notice of hearing for same (0.8).	CEWAN	1.80	648.00
Subtotal For B162 Polsinelli Retention			1.80	\$648.00
B170 Other Professional Retention				
09/07/2018	Revise Egerton McAfee employment application for re-filing (0.5); revised proposed order for same (0.5); draft notice of hearing for same (0.5).	CEWAN	1.50	540.00
09/07/2018	Revise BMC Group employment application for re-filing (0.5); revised proposed order for same (0.5); draft notice of hearing for same (0.5).	CEWAN	1.50	540.00
09/07/2018	Revise GlassRatner employment application for re-filing (0.5); revised proposed order for same (0.5); draft notice of hearing for same (0.5).	CEWAN	1.50	540.00
Subtotal For B170 Other Professional Retention			4.50	\$1,620.00
B185 Assumption/Rejection of Leases				
09/03/2018	Review and analyze physicians' contracts in preparation for drafting emergency motion to assume contracts (3.5); begin drafting same (2.0).	CEWAN	5.50	1,980.00

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<u>Date</u>	<u>Description</u>	<u>Tmkpr</u>	<u>Hours</u>	<u>Amount</u>
09/04/2018	Conference with D. Gordon regarding emergency motion to assume physician contracts (0.2); continue drafting emergency motion to assume physician contracts (5.4); draft proposed order for same (2.1); messages with S. Clapp regarding same (0.3); messages with J. Pursiano regarding same (0.2)	CEWAN	8.20	2,952.00
09/04/2018	Coordinate with US Bank regarding status of equipment leases (0.2); review follow up correspondence regarding same (0.1).	DEGOR	0.30	165.00
09/05/2018	Draft motion and proposed order to set emergency hearing on motion to assume physician contracts (1.5); draft declaration in support of motion to assume physician contracts (1.7); messages with C. Clapp regarding same (0.3); meeting with D. Gordon to discuss same (0.3).	CEWAN	3.80	1,368.00
09/07/2018	Messages with US Trustee regarding motion to assume physician contracts and adjournment of hearing on same (0.3); messages with counsel to physician group regarding same (0.2).	DEGOR	0.50	275.00
09/07/2018	Draft agreed order continuing hearing on motion to assume physician contracts.	CEWAN	0.70	252.00
09/12/2018	Draft amended motion regarding physician contracts (4.7); research for same (1.8); draft amended proposed order for same (0.5); messages with S. Clapp regarding same (0.3).	CEWAN	7.30	2,628.00
09/13/2018	Review and edit amended motion regarding physician contracts (1.5); review and answer questions of Committee regarding same (1.2); messages with S. Clapp regarding same (0.3).	CEWAN	3.00	1,080.00
09/14/2018	Final review and filing of amended motion regarding physician contracts.	CEWAN	0.50	180.00

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09/17/2018	Draft motion to reject CHS contracts (3.5); review CHS contracts for same (0.8); draft proposed order for same (1.2); draft notice for same (0.6); messages with S. Clapp regarding same (0.2).	CEWAN	6.30	2,268.00
09/17/2018	Review and revise motion to reject CHS Agreements (0.5); messages with S. Clapp regarding same (0.2).	DEGOR	0.70	385.00
09/18/2018	Finish drafting motion to reject CHS contracts (1.5); finish drafting proposed order for same (0.6).	CEWAN	2.10	756.00
09/25/2018	Begin preparing a table of executory contracts for Amory Regional Medical Center.	JMPUR	2.90	768.50
09/26/2018	Continue reviewing and preparing tables of executory contracts for Amory Regional Medical Center and Amory Regional Physicians, LLC (3.9); begin review and preparing a table of executory contracts for Curae Health (.9); begin reviewing and preparing a table of executory contracts for Batesville Regional Medical Center, Inc. (1.1).	JMPUR	5.90	1,563.50
09/27/2018	Review tables of executory contracts for Amory debtors (0.5); messages with J. Pursiano regarding same (0.3)	CEWAN	0.80	288.00
09/27/2018	Review, revise and update the Amory Regional Medical Center's Table of Executory Contracts (1.1); review, revise and update the Amory Regional Physicians, LLC's Table of Executory Contracts (.4); continue reviewing and preparing a table of executory contracts for Batesville Regional Medical Center, Inc. (2.5); review, revise and update Curae Health, Inc.'s Table of Executory Contracts (.3)	JMPUR	4.30	1,139.50
09/28/2018	Continue reviewing and preparing a table of executory contracts for Batesville Regional Medical Center, Inc. (1.) ; reviewing and preparing a table of executory contracts for Batesville Regional Physicians, LLC(.5); begin reviewing and preparing table of executory contracts for Clarksdale Regional Medical Center (2.7)	JMPUR	4.20	1,113.00



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Subtotal For B185 Assumption/Rejection of Leases			57.00	\$19,161.50
B190 Litigation & Other Contested M				
08/24/2018	Coordinate document request.	JRJOH	0.20	170.00
09/12/2018	Review Meridian Motion for Relief from Stay (0.2); messages with S. Clapp and T. Brown regarding same (0.3).	DEGOR	0.50	275.00
09/14/2018	Call with P. Jennings regarding CHS issues (0.2); follow up messages with S. Clapp regarding same (0.2).	DEGOR	0.40	220.00
Subtotal For B190 Litigation & Other Contested M			1.10	\$665.00
B195 Non-Working Travel				
08/27/2018	Non-working travel (car) to Nashville.	DEGOR	1.50	412.50
08/27/2018	Non-working travel (car) to Nashville.	CEWAN	1.50	270.00
08/29/2018	Return travel to Atlanta (car).	DEGOR	3.50	962.50
08/29/2018	Return travel to Atlanta (car).	CEWAN	3.50	630.00
09/10/2018	Non-working travel to Nashville.	DEGOR	1.50	412.50
09/10/2018	Non-working travel to Nashville.	CEWAN	1.50	270.00
09/11/2018	Non-working travel to Atlanta.	CEWAN	3.50	630.00
09/18/2018	Non-working return travel from Nashville.	DEGOR	2.00	550.00
09/24/2018	Non-working travel (1.5).	CEWAN	1.50	270.00



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<u>Date</u>	<u>Description</u>	<u>Tmkpr</u>	<u>Hours</u>	<u>Amount</u>
09/24/2018	Non-working travel (1.5).	DEGOR	1.50	412.50
09/25/2018	Non-working travel.	DEGOR	3.50	962.50
09/25/2018	Non-working travel.	CEWAN	3.50	630.00
Subtotal For B195 Non-Working Travel			28.50	\$6,412.50

B210 Business Operations

08/25/2018	Review and revise communications plan documents (1.2); circulate mark-up of same (0.1); negotiations with BMC Group regarding creditor website and notice of first day hearings (0.2); coordinate with County regarding bankruptcy filing (0.2); advise on marketing process (0.1); review order setting first day (0.1); circulate same to appropriate parties (0.3); follow up regarding first day hearing (0.2); analysis regarding Stalking Horse APA (0.2); review and analysis of DIP Credit Agreement in connection with milestones for same (0.7).	DEGOR	3.10	1,705.00
08/26/2018	Review deadlines and milestones.	DEGOR	0.40	220.00
08/28/2018	Coordinate with vendors and suppliers regarding automatic stay and Section 365 rules (.1); advise S. Clapp and T. Brown regarding same (.1).	DEGOR	0.20	110.00
08/29/2018	Coordinate with Wells Fargo to rectify account freeze.	CEWAN	0.50	180.00
08/29/2018	Analysis regarding Wells Fargo account freeze (0.3); work with Wells Fargo to rectify same (0.5).	DEGOR	0.80	440.00
08/30/2018	Draft form automatic stay violation letter (1.7); edit stay violation letter to send to vendor Mississippi Blood (2.0); review services agreement with Mississippi Blood for same (.6).	CEWAN	4.30	1,548.00

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<u>Date</u>	<u>Description</u>	<u>Tmkpr</u>	<u>Hours</u>	<u>Amount</u>
08/30/2018	Analysis regarding vendor and doctor issues.	DEGOR	0.50	275.00
08/31/2018	Analysis regarding MedHost issues (.5); analysis regarding doctor morale issues (.5); review Doctor contracts (.4).	DEGOR	1.40	770.00
09/04/2018	All-hands conference call regarding operational issues (0.4); conference with D. Gordon regarding Owens & Minor Reclamation Demand (0.2).	CEWAN	0.60	216.00
09/04/2018	All-hands conference call regarding operational issues (0.8); analysis regarding emergency motion to assume physician contracts (1.5); review and revise draft of same (0.5); review correspondence regarding D&O insurance coverage issues (0.2); review and analysis of Owens & Minor Reclamation Demand (0.2); review correspondence relating to AFCO Premium Finance Agreement (0.2); follow up regarding treatment of same in bankruptcy (0.1); review and analysis of correspondence from Virtual Radiology regarding status of contract and post-petition performance (0.2); review termination notice from Monroe County Electric (0.2); call with utility regarding same (0.1); provide utilities order (0.1); review termination notice from Atmos Energy (0.2); call with utility regarding same (0.8); provide utilities order (0.1).	DEGOR	5.00	2,750.00
09/05/2018	Review and revise emergency motion to assume physician contracts (1.2); messages with C. Clapp regarding same (0.2); review and revise declaration in support of same (0.4); review and revise request for emergency hearing (0.2); meeting with C. Wang to discuss same (0.3).	DEGOR	2.30	1,265.00
09/12/2018	Messages with S. Clapp and S. McSween regarding postpetition ordinary course contract issues (0.4); research questions raised by US Trustee regarding Physician Payment motion (0.3); message to M. Seliber regarding same (0.1); analysis of Batesville LTAC CON extension issues (0.2); call with S. Clapp and S. Angelette regarding same (0.3); messages with website vendor regarding potential stay violation and continued postpetition performance (0.2); review vendor contract relating to same (0.2).	DEGOR	1.70	935.00

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<u>Date</u>	<u>Description</u>	<u>Tmkpr</u>	<u>Hours</u>	<u>Amount</u>
09/13/2018	Review and analyze contracts and licenses with respect to pre-petition and post-petition amounts owed (0.5); messages with Egerton McAfee regarding same (0.2)	CEWAN	0.70	252.00
09/13/2018	Review and revise Physician Payment motion (0.8); circulate same to committee, US Trustee, and client (0.2); answer additional questions relating to same (0.3); conference with Schumacker counsel regarding same (0.2).	DEGOR	1.50	825.00
09/13/2018	Organize Mississippi CON filing following discussion with David Gordon.	SMANG	2.30	989.00
09/14/2018	Work on CON extension letter and correspond with Steve Clapp and others to finalize and submit filing.	SMANG	3.20	1,376.00
09/14/2018	Conference call with all CEO's regarding pending operational issues and regarding bankruptcy rules (0.7).	CEWAN	0.70	252.00
09/14/2018	Messages with Committee regarding Physician payment motion (0.2); final review of same (0.2); conference with counsel to Schumacker regarding potential objections to same (0.3); conference with S. Clapp regarding same (0.2); review and analysis of all pending operational issues raised by local CEOs (0.7); conference call with all CEO's regarding same and regarding bankruptcy rules (0.7).	DEGOR	2.30	1,265.00
09/14/2018	Messages with S. Clapp regarding Batesville CON extension (0.2); messages with S. Angelette regarding same (0.2).	DEGOR	0.40	220.00
09/17/2018	Compile and send physician contracts to GlassRatner to respond to committee requests (0.5); review UHS Brentwood Contracts and notice of breach (1.1); messages with client regarding same (0.2).	CEWAN	1.80	648.00
09/19/2018	Review as-entered Physician Order (0.2); message to S. Clapp regarding same (0.1).	DEGOR	0.30	165.00
09/19/2018	Review and analyze request of utility for additional adequate assurance (0.7) draft summary regarding same (0.5).	CEWAN	1.20	432.00

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<u>Date</u>	<u>Description</u>	<u>Tmkpr</u>	<u>Hours</u>	<u>Amount</u>
09/20/2018	Review and analyze Morrison contracts (1.2) draft summary regarding same (0.5).	CEWAN	1.70	612.00
09/21/2018	Conference with M. Glade regarding Eisner Ampner diligence questions (0.3); follow up messages with M. Glade regarding insurance payment issue (0.2); conference with Committee counsel regarding same. (0.2).	DEGOR	0.70	385.00
09/26/2018	Conference with utility provider regarding adequate assurance of future performance issues (0.3); draft e-mail to client regarding same (0.7); conference call with insurance carrier regarding status of insurance policies (0.4).	CEWAN	0.70	252.00
09/26/2018	Conference with utility provider regarding adequate assurance of future performance issues (0.3); conference call with insurance carrier regarding status of insurance policies (0.4).	DEGOR	0.70	385.00
09/28/2018	Analysis of proposed response to utility adequate assurance objection (0.2); message to consent parties regarding same (0.2).	DEGOR	0.40	220.00
Subtotal For B210 Business Operations			39.40	\$18,692.00
B230 Financing & Cash Collateral				
08/24/2018	Review and edit DIP Credit Agreement (0.5); review draft closing checklist and open items (0.6); review multiple comments from secured parties re: interim order and DIP Credit Agreement (0.4).	JRJOH	1.50	1,275.00
08/24/2018	Review edits to DIP Motion and credit agreement (.8); analysis regarding DIP closing checklist (.3).	SJAST	1.10	418.00

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<u>Date</u>	<u>Description</u>	<u>Tmkpr</u>	<u>Hours</u>	<u>Amount</u>
08/24/2018	Negotiations with ServisFirst business team and counsel regarding DIP Loan terms (0.8); continued revision and negotiation of DIP Credit Agreement (1.4); continued revision and negotiation of DIP Order (0.8); all hands call with MidCap and ServisFirst to finalize same (0.4); review and confirm final revisions to same (0.3); complete drafting of motion to approve DIP Loan (1.3).	DEGOR	5.00	2,750.00
08/26/2018	Review draft closing checklist.	JRJOH	0.50	425.00
08/27/2018	Conference with US Trustee regarding potential DIP Financing Objections (0.2); review Judge Walker's rules regarding same (0.3); research regarding same (0.7); further review of DIP Agreement and DIP Order (2.4); call with Waller regarding same (0.6).	DEGOR	3.60	1,980.00
08/27/2018	Analysis regarding DIP deliverables (.7); begin to draft and compile DIP deliverables (1.0).	SJAST	1.70	646.00
08/27/2018	Coordinate with US Trustee regarding potential DIP Financing Objections (0.2); negotiations with Waller regarding same (0.6).	CEWAN	0.80	288.00
08/27/2018	Negotiate with DIP counsel re: closing status and address open items (1.3); review checklist and applicable closing documentation (0.4); analyze closing mechanics and open items (0.4); review and edit closing certificates and related documents (1.4).	JRJOH	3.50	2,975.00
08/27/2018	Review potential forms of legal opinions for DIP loan and provide commentary.	RPDEM	0.80	376.00
08/28/2018	Continue to draft/edit/compile DIP Documents including: joint resolutions, officer's certificate, legal opinion, tax affidavit, corporate documents, and schedules (6.4); review licenses and communicate with GlassRatner regarding expired licenses (.7). Review compiled lien searches (.6).	SJAST	7.70	2,926.00
08/28/2018	Attention to DIP Loan Closing issues.	DEGOR	1.20	660.00

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<u>Date</u>	<u>Description</u>	<u>Tmkpr</u>	<u>Hours</u>	<u>Amount</u>
08/28/2018	Review draft form of legal opinion and back-up diligence materials supporting the legal opinion.	RPDEM	3.80	1,786.00
08/28/2018	Multiple negotiations with DIP counsel re: closing status and negotiating open items (1.8); review checklist and applicable closing documentation (0.4); review and edit closing certificates, guaranty and other deliverables and related documents necessary for closing (1.9); review draft legal opinion (0.6); review UCC search results (0.9).	JRJOH	5.60	4,760.00
08/29/2018	Review, revise and discussions on legal opinion.	AWSMI	0.80	472.00
08/29/2018	Multiple negotiations with DIP counsel re: closing status and negotiating open items (1.4); review checklist and applicable closing documentation (0.6); review and edit closing certificates, guaranty and other deliverables and related documents necessary for closing (2.1); review draft legal opinion (0.4).	JRJOH	4.50	3,825.00
08/29/2018	Obtain and review back up diligence materials including governance and formation documents for each of the relevant entities so that Polsinelli can make the requisite opinions; (4.8) review and make comments to drafts of both the opinion and related certificates by the client; (1.7) review final draft opinion and related certificates negotiated by the parties and help coordinate review and approval by firm opinion committee (1.3)	RPDEM	7.80	3,666.00
08/29/2018	Multiple negotiations with counsel to MidCap regarding DIP deliverables (4.2); continue to edit DIP legal opinion (1.4); coordinate schedules and other DIP Deliverables (1.7); compile all documents for Officer's Certificate (.5); compile signatures and other documents for delivery to MidCap (.4).	SJAST	8.20	3,116.00
08/30/2018	Review and edit schedules.	JRJOH	0.40	340.00

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<u>Date</u>	<u>Description</u>	<u>Tmkpr</u>	<u>Hours</u>	<u>Amount</u>
08/30/2018	Coordinate schedules and post-closing requirements (.8); review prior credit agreement schedules (.7); review schedule status and outstanding DIP obligations (.1); coordinate with counsel to DIP Lender regarding outstanding post-closing obligations (.5); coordinate with DIP Lender regarding post-closing deliverables (.4); edit and draft Credit Agreement Schedules (4.9).	SJAST	7.40	2,812.00
08/31/2018	Coordinate with GlassRatner regarding insurance certificates and other post-closing deliverables (1.8); review edits to schedules and outstanding deliverables (.4).	SJAST	2.20	836.00
08/31/2018	Review post-closing deliverables and edit same.	JRJOH	0.50	425.00
09/02/2018	Review and advise regarding post closing insurance endorsement requirements.	AWSMI	0.20	118.00
09/04/2018	Review edits to DIP schedules (0.6); correspondence with Waller, GlassRatner, and J. Johnson regarding the same (0.2).	SJAST	0.80	304.00
09/05/2018	Review and edit DIP schedules (2.5). Correspondence with MidCap, Curae, and internal Polsinelli team regarding the same (.7).	SJAST	3.20	1,216.00
09/05/2018	Review schedules and e-mail S. Astringer re: post-closing deliverables.	JRJOH	1.40	1,190.00
09/06/2018	Review final DIP deliverables (1.8); multiple emails with R. Young and J. Johnson regarding the same (1.1); edit schedules (.7).	SJAST	3.60	1,368.00
09/06/2018	Review open issues in schedules and e-mail S. Astringer re: same (0.6); review post-closing deliverables (0.3).	JRJOH	0.90	765.00
09/07/2018	Review Waller comments to DIP schedules (0.8); correspondence with R. Young regarding the same (0.3).	SJAST	1.10	418.00
09/07/2018	E-mails with S. Astringer re: post-closing deliverables.	JRJOH	0.30	255.00

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<u>Date</u>	<u>Description</u>	<u>Tmkpr</u>	<u>Hours</u>	<u>Amount</u>
09/10/2018	E-mails with S. Astringer re: closing conditions.	JRJOH	0.30	255.00
09/10/2018	Correspondence with R. Young and DIP Lender regarding insurance certificates and endorsements (0.2). Review updated certificates and endorsements (0.7).	SJAST	0.90	342.00
09/11/2018	Meeting with D. Lemke regarding committee objections to DIP Order and request for continuances (0.5); conference with S. Clapp and D. Gordon regarding issues relating to same (0.3).	CEWAN	0.80	288.00
09/11/2018	Correspondence with R. Young and DIP Lender regarding insurance certificates and endorsements (0.6). Review updated certificates and endorsements (0.7).	SJAST	1.30	494.00
09/11/2018	Meeting with D. Lemke regarding committee objections to DIP Order and request for continuances (0.5); conference with S. Clapp and C. Wang regarding issues relating to same (0.3).	DEGOR	0.80	440.00
09/12/2018	Correspondence with internal Polsinelli team regarding advance request.	SJAST	0.20	76.00
09/12/2018	Review Waller comments to Lender's Loss Payable Endorsement (0.5). Correspondence with R. Young regarding the same (0.1).	SJAST	0.60	228.00
09/12/2018	Review message from US Trustee regarding scope of Interim DIP Order (0.1); legal analysis of Debtor's position regarding same (0.8); messages with MidCap counsel regarding same (0.2); draft message to US Trustee and Committee counsel regarding same (0.4).	DEGOR	1.50	825.00
09/12/2018	E-mails with D. Gordon re: Curae loan.	JRJOH	0.40	340.00
09/13/2018	Research issues concerning roll up for DIP Financing Motion.	CEWAN	2.50	900.00



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<u>Date</u>	<u>Description</u>	<u>Tmkpr</u>	<u>Hours</u>	<u>Amount</u>
09/13/2018	Correspondence with Waller and Curae regarding post-closing deliverables including DACAs and insurance certificates.	SJAST	1.20	456.00
09/13/2018	Multiple e-mails and teleconferences with S. Astringer re: post-closing deliverables.	JRJOH	0.60	510.00
09/14/2018	Correspondence with T. Brown regarding DACAs (0.2). Attend call with Waller team (0.5).	SJAST	0.70	266.00
09/14/2018	Messages with ServisFirst counsel regarding financial reporting pursuant to DIP Loan documents (0.2).	DEGOR	0.20	110.00
09/14/2018	Teleconference with MidCap counsel re: post-closing issues.	JRJOH	0.40	340.00
09/17/2018	Review final insurance certificates (0.1). Correspondence with R. Young regarding the same (0.3).	SJAST	0.40	152.00
09/27/2018	Draft notice of Exhibit for Budget.	CEWAN	1.50	540.00
Subtotal For B230 Financing & Cash Collateral			94.40	\$48,953.00
B240 Tax Issues				
08/28/2018	Review Tennessee indebtedness issue (.8); provide tax allocation information (.5).	RMKIL	1.30	767.00
Subtotal For B240 Tax Issues			1.30	\$767.00
B270 Budgeting				
09/05/2018	Conference with GlassRatner regarding budgeted cash flow analysis.	CEWAN	0.50	180.00

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<u>Date</u>	<u>Description</u>	<u>Tmkpr</u>	<u>Hours</u>	<u>Amount</u>
09/05/2018	Review and analysis of first actual to budgeted cash flow analysis (0.5); Conference with GlassRatner regarding same (0.5); submit same to MidCap (0.1); submit same to ServisFirst (0.1); submit same to NMHS (0.1); messages with D. Houston regarding same (0.2).	DEGOR	1.50	825.00
09/12/2018	Conference with GlassRatner regarding budgeted cash flow analysis.	CEWAN	0.50	180.00
09/27/2018	Review and analysis of variance report (0.2); conference with M. Glade regarding cash flow issues and meeting with Committee advisors (0.4).	DEGOR	0.60	330.00
Subtotal For B270 Budgeting			3.10	\$1,515.00
B290 Schedules/SOFAS/UST Reports				
09/06/2018	Conference with R. Young regarding schedules and SOFAs.	CEWAN	0.20	72.00
09/07/2018	Conference with client, GlassRatner, and BMC regarding schedules and SOFAs.	CEWAN	0.30	108.00
09/07/2018	Conference call with Glass Ratner and BMC on strategies preparing Schedules and Statements of Financial Affairs (.2); prepare for each debtor Schedule BK Form 206G (1.1); email correspondence to T. Brown, S. Horton and K. Martin attaching 206G forms for completion (.3); begin reviewing the DIP Motion and Interim Order in preparation for BK Form Schedule 206D (1.0); prepare 206D official form coversheets for each debtor (.8)	JMPUR	3.40	901.00
09/10/2018	Prepare 206G official form coversheets for each debtor (.7); continue to review the DIP Motion and Order and determine the prepetition secured creditors, debtor's to the secured agreements, date debt incurred, address, liens and amount owed at time of filing (2.1)	JMPUR	2.80	742.00

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<u>Date</u>	<u>Description</u>	<u>Tmkpr</u>	<u>Hours</u>	<u>Amount</u>
09/11/2018	Meeting with M. Seliber regarding US Trustee issues with cash management procedures (0.4); conference call with M. Glade regarding same (0.3).	CEWAN	0.70	252.00
09/11/2018	Meeting with M. Seliber regarding US Trustee issues with cash management procedures (0.4); conference call with M. Glade regarding same (0.3).	DEGOR	0.70	385.00
09/12/2018	Review and edit drafts of schedules (1.8); messages with J. Pursiano regarding same (0.4).	CEWAN	2.20	792.00
09/12/2018	Continue to prepare Schedules 206D and 206H in preparation for attorney review.	JMPUR	1.60	424.00
09/17/2018	Prepare for call with UST regarding cash management issues (0.2); attend same (0.6).	DEGOR	0.80	440.00
09/17/2018	Conference with UST regarding cash management issues.	CEWAN	0.60	216.00
09/17/2018	Continue updating Schedule D and H in preparation for attorney review (3.1); review Schedules G provided by client (.8)	JMPUR	3.90	1,033.50
09/18/2018	Review and edit schedules (2.8); messages with J. Pursiano regarding same (0.5).	CEWAN	3.30	1,188.00
09/18/2018	Email correspondence to R. Young attached Debtors Schedule D requesting additional information (.3); prepare Declarations for BK Form 202 for each Debtors (1.1); prepare 206 Summaries for each debtors (2.5); review emails and coordinate with K. Martin the review of executory contracts in the data room for updating Schedules G for all debtors (.7)	JMPUR	4.60	1,219.00
09/19/2018	Review and edit schedules (2.7); conferences with GlassRatner regarding same (0.2); conferences with client regarding same (0.2); messages with BMC group regarding same (0.2).	CEWAN	3.30	1,188.00



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<u>Date</u>	<u>Description</u>	<u>Tmkpr</u>	<u>Hours</u>	<u>Amount</u>
09/20/2018	Revise Schedule D for all Debtors.	JMPUR	2.00	530.00
09/20/2018	Review and edit schedules (6.5); review statements of financial affairs (2.5) conferences with GlassRatner regarding same (0.5); messages with client regarding same (0.5); messages with J. Pursiano regarding same (0.5).	CEWAN	10.50	3,780.00
09/21/2018	Meeting with C. Wang to go over and finalize Schedules and SOFAs for all debtors.	DEGOR	0.50	275.00
09/21/2018	Final review of schedules (5.3); final review of statements of financial affairs (1.0) conferences with GlassRatner regarding same (0.7); messages with J. Pursiano regarding same (0.5).	CEWAN	7.50	2,700.00
09/21/2018	Revise Schedule(s) D, H for all Debtors in preparation for filing with Court (.8); update 206 Summary (s) for all Debtors in preparation for filing with Court (.7); organize Schedule(s) G for all Debtors in preparation for filing with the Court (.5); organize all schedules for Amory Regional Physicians, LLC, Batesville Regional Physicians, LLC and Clarksdale Regional Physicians, LLC in preparation for filing with the Court (1.0); final review of Summary page 206, Schedules and SOFA for all debtor's in preparation for filing with Court (1.4).	JMPUR	4.40	1,166.00
09/22/2018	Distribution of Week 3 Variance report to stalking horse and ServisFirst (0.2).	DEGOR	0.20	110.00
09/26/2018	Review monthly operating report requirements (0.2); messages with GlassRatner regarding same (0.1).	CEWAN	0.30	108.00
Subtotal For B290 Schedules/SOFAS/UST Reports			53.80	\$17,629.50
B400 Bankruptcy-Related Advice				
08/28/2018	Review draft DIP legal opinion and provide comments on same.	MBJOA	1.20	1,050.00



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<u>Date</u>	<u>Description</u>	<u>Tmkpr</u>	<u>Hours</u>	<u>Amount</u>
08/29/2018	Escalating DIP issue with Waller contacts to ensure timelines met.	RBGUY	0.10	65.00
09/18/2018	Meeting with S. Clapp to discuss overall case status and strategy (1.0).	DEGOR	1.00	550.00
09/18/2018	Final preparation for and attendance and argument at hearing on status conference and emergency physician motion (2.2).	DEGOR	2.20	1,210.00
Subtotal For B400 Bankruptcy-Related Advice			4.50	\$2,875.00
Total Professional Services			566.70	\$239,405.50

Timekeeper Summary

Timekeeper	Title	Hours	Rate	Amount
M. Joachim	Shareholder	1.20	875.00	\$1,050.00
D.E. Gordon	Shareholder	168.30	550.00	92,565.00
D.E. Gordon	Shareholder	13.50	275.00	3,712.50
A.W. Smith	Shareholder	1.00	590.00	590.00
J.R. Johnson	Shareholder	21.70	850.00	18,445.00
B.A. Guy	Shareholder	0.10	650.00	65.00
R.P. Dempsey	Shareholder	12.40	470.00	5,828.00
R.M. Killebrew	Senior Partner	1.30	590.00	767.00
O. Davis	Associate	0.30	370.00	111.00
S. Astringer	Associate	44.40	380.00	16,872.00
C. Wang	Associate	201.00	360.00	72,360.00
C. Wang	Associate	15.00	180.00	2,700.00
S.M. Angelette	Associate	5.50	430.00	2,365.00
M. Malone	Associate	2.80	370.00	1,036.00
J.T. Van Leer	Associate	1.20	445.00	534.00
J.M. Pursiano	Paralegal	77.00	265.00	20,405.00
Total Professional Charges		566.70		\$239,405.50



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Task Code Summary

Task Code	Description	Hours	Amount
B110	Case Administration	96.40	\$34,462.00
B120	Asset Analysis & Recovery	10.00	4,538.00
B130	Asset Disposition & Sales	86.80	43,183.00
B140	Relief From Stay/adequate Protection Proceedings	4.70	1,806.00
B145	Court Hearings	49.10	21,580.00
B150	Creditor Committee Meetings	13.10	6,483.00
B155	Creditor Inquiries	11.50	5,280.00
B160	Employment/fee Applications	5.70	3,135.00
B162	Polsinelli Retention	1.80	648.00
B170	Other Professional Retention	4.50	1,620.00
B185	Assumption/rejection Of Leases & Contracts	57.00	19,161.50
B190	Litigation & Other Contested Matters	1.10	665.00
B195	Non-working Travel	28.50	6,412.50
B210	Business Operations	39.40	18,692.00
B230	Financing & Cash Collateral	94.40	48,953.00
B240	Tax Issues	1.30	767.00
B270	Budgeting	3.10	1,515.00
B290	Schedules/sofas/ust Reports	53.80	17,629.50
B400	Bankruptcy-related Advice	4.50	2,875.00
	Total Professional Charges	566.70	\$239,405.50

Disbursements

Date		Amount
	Postage	\$1.88
08/29/18	Transportation Michael Malone parking at courthouse for hearing	20.00
08/29/18	Transportation Caryn Wang Meeting with Curae Health, Inc. at Polsinelli's Nashville office	279.04
08/29/18	Deliveries Green Fleet Messengers --Dropoff Inc Courier service on 8/29/18 roundtrip to TN Secretary of States office	40.00
08/31/18	Deliveries Invoice Date: 09/08/2018 Amount: 13.75 Jacob Giesecke Waller Lansden Dortch & Davis LLP	13.75
08/31/18	Filing Fees David E. Gordon Filing Fee for Curae Health in USBC, MDTN	181.00
08/31/18	Deliveries Invoice Date: 09/08/2018 Amount: 13.78 Office Services Polsinelli Notes: Interoffice	13.78
09/04/18	Airfare GORDON/DAVID E 09/04/18 TRAVEL AGENT FEES	10.00



Invoice Detail

For Professional Services Through 9/30/18

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October 16, 2018

Invoice No: 1585039

09/04/18	Airfare WANG/CARYN 09/04/18 TRAVEL AGENT FEES	10.00
09/06/18	Airfare CLAPP/STEVE 09/06/18 TRAVEL AGENT FEES	10.00
09/10/18	Lodging Caryn Wang Curae Health, Inc. Matters	280.95
09/11/18	Meals Caryn Wang Curae Health, Inc. Matters Caryn Wang	5.48
09/11/18	Transportation Caryn Wang Curae Health, Inc. Matters	286.13
09/25/18	Lodging Caryn Wang Travel to Nashville for Curae Health Hearing and Meetings	277.95
09/28/18	Court Costs State of Georgia Please make payable to CLERK, US BANKRUPTCY COURT, NORTHERN DISTRICT OF GEORGIA	17.50
	Total Disbursements	\$1,447.46

Total Disbursements

1,447.46

Total Current Charges Due

\$240,852.96



1201 West Peachtree Street NW, Suite. 1100, Atlanta, GA 30309 | Phone: (404) 253-6000 www.polsinelli.com

This invoice reflects services performed and expenses incurred on your behalf. Your prompt attention is appreciated. Please contact us immediately to discuss any questions you may have. Thank you for this opportunity to serve you.

Curae Health, Inc.
Steve Clapp
P.O. Box 358
Clinton, TN 37717

October 16, 2018
Invoice No.: 1585039
File No.: 100329-604343

Re: Strategic Options

Invoice Summary

Current Professional Services	\$239,405.50
Current Disbursements	1,447.46
Total Current Invoice - Due Upon Receipt	\$240,852.96
Trust Balance:	\$100,000.00

Questions regarding payments or accounts, please call **1-877-577-7455** or acctbilling@polsinelli.com.
For other inquiries, please contact **David E. Gordon** at **(404) 253-6000** or dgordon@polsinelli.com.

Please make checks payable to
Polsinelli PC
P.O. Box 878681
Kansas City, MO 64187-8681
Wire Instructions:
US Bank
Acct: **Polsinelli PC**
Acct #: 4343953230
ABA #: 101000187
SWIFT Code - USBKUS44IMT
Please reference Invoice No.



1201 West Peachtree Street NW, Suite. 1100, Atlanta, GA 30309 | Phone: (404) 253-6000 www.polsinelli.com

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Curae Health, Inc.
Steve Clapp
P.O. Box 358
Clinton, TN 37717

November 30, 2018
Invoice No: 1598135
File No: 100329-604343

Re: Strategic Options

Invoice Summary

Current Professional Services	\$131,648.50
Current Disbursements	<u>5,366.43</u>
Total Current Invoice - Due Upon Receipt	\$137,014.93
Previous Unpaid Invoices (PLEASE DISREGARD IF ALREADY PAID)	240,852.96
Payments Received	<u>0.00</u>
Total Amount (All unpaid balances are Due Immediately)	<u>\$377,867.89</u>

Trust Balance: \$100,000.00

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Acct #: 4343953230
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Please reference Invoice No.

Due Upon Receipt

Late Payment Charge: 1% per month may be charged on outstanding balances



For Professional Services Through 10/31/18
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<u>Date</u>	<u>Description</u>	<u>Tmkpr</u>	<u>Hours</u>	<u>Amount</u>
B110 Case Administration				
10/05/2018	Edit and upload final order on consolidated creditor list.	CEWAN	0.50	180.00
10/12/2018	Draft Agenda for 10/16 hearing (0.7); draft witness and exhibit list for same (0.6).	CEWAN	1.30	468.00
10/18/2018	Prepare claim forms 503(b)(9) for Clarksdale Regional Medical Center and Clarksdale Regional Physicians (.5); prepare general administrative claim forms for Clarksdale Regional Medical and Clarksdale Regional Physicians (.5); prepare Notice, Motion and Order regarding setting administrative bar date (1.7)	JMPUR	2.70	715.50
Subtotal For B110 Case Administration			4.50	\$1,363.50
B130 Asset Disposition & Sales				
10/01/2018	Messages with ServisFirst counsel regarding APA and Amory sale issues (0.2); gather information and documents relating to same (0.4); conference call with D. Houston to work through APA issues (0.7); conference call with Committee regarding same (0.5); revise APA and circulate revised updated draft (0.8); conference with S. Clapp regarding Russelville sale issues (0.4); messages with Committee counsel regarding same (0.3).	DEGOR	3.30	1,815.00
10/01/2018	Conference call with Committee regarding Gilmore APA (0.5); conference with S. Clapp regarding Russelville sale issues (0.4); review and edit tables of executory contracts with respect to Gilmore sale process (1.2); research regarding non-profit member substitutions (0.5).	CEWAN	2.60	936.00
10/03/2018	Messages with D. Houston regarding APA revisions (0.2).	DEGOR	0.20	110.00
10/04/2018	Attend marketing update call (0.4).	DEGOR	0.40	220.00

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<u>Date</u>	<u>Description</u>	<u>Tmkpr</u>	<u>Hours</u>	<u>Amount</u>
10/05/2018	Attend diligence call with NMHS (0.5); continued work with NMHS on finalizing APA (0.4); obtain follow up information relating to same from Curae team (0.2); messages with D. Houston regarding same (0.2); coordinate NMHS negotiations with contract counter parties (0.3).	DEGOR	1.60	880.00
10/09/2018	Messages with D. Houston regarding NMHS APA (0.2); review and analysis of proposed revisions to same (0.5).	DEGOR	0.70	385.00
10/09/2018	Continue drafting Clarksdale shut down Motion.	CEWAN	4.30	1,548.00
10/10/2018	Continue drafting Clarksdale shut down Motion (8.3); review and analysis of Clarksdale lease for same (0.8); review and analysis of Clarksdale contracts and leases for same (1.2); messages with client regarding tables of contracts and leases for same (0.2).	CEWAN	10.50	3,780.00
10/11/2018	Finalize NMHS APA with Committee (0.2); conference call regarding sale process (0.5).	DEGOR	0.70	385.00
10/11/2018	Continue drafting Clarksdale shut down Motion (3.3); begin drafting exhibits for same (1.5).	CEWAN	4.80	1,728.00
10/12/2018	Attend due diligence and status call regarding Amory sale (0.5); review final Amory APA and redline of same (0.3); messages with Egerton McAfee regarding same (0.2).	DEGOR	1.00	550.00
10/12/2018	Finish drafting Clarksdale shut down Motion (2.8); finish drafting executory contract exhibits for same (1.8); draft declaration of M. Glade for same (1.9); draft declaration of S. Clapp for same (1.7).	CEWAN	8.20	2,952.00
10/19/2018	Conference call with NMHS team regarding Amory closing issues (0.5).	DEGOR	0.50	275.00
10/24/2018	Conference with S. Clapp regarding Batesville sale issues (0.5); review correspondence from various bidders (0.3).	DEGOR	0.80	440.00

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<u>Date</u>	<u>Description</u>	<u>Tmkpr</u>	<u>Hours</u>	<u>Amount</u>
10/25/2018	Review and revise Assumption & Assignment Notice (1.2); review draft stalking horse APA for Batesville (0.5); conference with S. Clapp and T. Crabb regarding same (0.3); revise and update assumed contracts list (0.7).	DEGOR	2.70	1,485.00
10/26/2018	Attend conference call with NMHS Team regarding sale of Amory (0.5); follow up conference with B. Toppin and D. Houston regarding Assumption & Assignment Notice (0.5); messages with S. Clapp regarding same (0.2); further revisions to same (0.5); review an analysis of LOIs for Batesville and Clarksdale (0.5); messages with S. Clapp and T. Crabb regarding same (0.2).	DEGOR	2.40	1,320.00
10/29/2018	Conference with Morgan Stanley and S. Clapp regarding Batesville sale issues (0.5); conferences with prospective purchasers regarding same (0.5); analysis of strategic options with respect to Batesville Auction (1.2); conference with C. Wang regarding same (0.3); conference with NMHS regarding assumption and assignment notice (0.5); review list of additional contracts (0.3); further revisions to Assumption & Assignment Notice (1.3); filing and service of same (0.4).	DEGOR	5.00	2,750.00
10/29/2018	Review and revision to Assumption & Assignment Notice exhibit (0.5); Conference with D. Gordon regarding Batesville sale issues (0.3); begin drafting Batesville bid procedures motion (0.8); review Russellville Letter of Intent (0.3); begin drafting motion regarding same (0.2).	CEWAN	2.10	756.00
10/30/2018	Conference with T. Crabb and S. Clapp regarding Clarksdale transition issues (0.7); conference with Morgan Stanley regarding General Marketing Update (0.5).	DEGOR	1.20	660.00
10/30/2018	Conference with Morgan Stanley regarding General Marketing Update (0.5); continue drafting Batesville bid procedures motion (1.8).	CEWAN	2.30	828.00
10/31/2018	Drafting and revision of Batesville APA (2.3); messages with Egerton team regarding same (0.2).	DEGOR	2.30	1,265.00



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<u>Date</u>	<u>Description</u>	<u>Tmkpr</u>	<u>Hours</u>	<u>Amount</u>
10/31/2018	Continue drafting Batesville bid procedures motion (4.9); review and analysis of Batesville APA for same (0.8); conference with D. Houston regarding assumption and assignment objections for Amory sale (0.5).	CEWAN	6.20	2,232.00
Subtotal For B130 Asset Disposition & Sales			63.80	\$27,300.00
B140 Relief from Stay/Adequate Prot				
10/01/2018	Messages with CHG counsel regarding CHG Motion for Relief from Stay and continuance of preliminary hearing.	CEWAN	0.30	108.00
10/08/2018	Negotiations with CHG attorney regarding resolution of motion for relief from stay.	CEWAN	0.20	72.00
10/15/2018	Review and edit agreed order on CHG Motion for Relief From Stay (0.9); messages with CHG counsel regarding same (0.2).	CEWAN	1.10	396.00
Subtotal For B140 Relief from Stay/Adequate Prot			1.60	\$576.00
B145 Court Hearings				
10/15/2018	Preparation for October 16 hearing.	CEWAN	1.70	612.00
10/15/2018	Preparation for October 16 hearing.	DEGOR	1.50	825.00
10/16/2018	Preparation for October 16 hearing (1.5); review and analysis of exhibits for same (0.8); attendance at same (1.0).	DEGOR	3.30	1,815.00
10/16/2018	Continue preparation for October 16 hearing (2.7); draft direct examinations for same (1.2) draft exhibits for same (1.5); attendance at same (1.0).	CEWAN	6.20	2,232.00
10/23/2018	Preparation for and attendance at 10/23 hearing (2.5).	DEGOR	2.50	1,375.00



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<u>Date</u>	<u>Description</u>	<u>Tmkpr</u>	<u>Hours</u>	<u>Amount</u>
Subtotal For B145 Court Hearings			15.20	\$6,859.00
B155 Creditor Inquiries				
10/03/2018	Review request for information from creditor LEAF (0.2); conference with counsel for LEAF regarding same (0.3); conference with client regarding same (0.2); review equipment lease for same (0.5); draft e-mail response for same (0.3).	CEWAN	1.50	540.00
10/04/2018	Conference with MedHost counsel to discuss prepetition claim and case status (0.4); follow up conference with C. Wang regarding same (0.2).	DEGOR	0.60	330.00
10/20/2018	Memorandum to committee counsel regarding status update (0.3); messages with PCO counsel regarding budget (0.2).	DEGOR	0.50	275.00
10/29/2018	Messages with client regarding creditor leases and contracts (0.3); conference with counsel to Winthrop Resources regarding Amory sale (0.2); messages with counsel to Winthrop Resources regarding same (0.1); conference with counsel to Baby Friendly regarding disposition of Amory and Clarksdale (0.2); review and analysis of settlement agreement with TVA (0.6).	CEWAN	1.40	504.00
10/30/2018	Draft revised settlement agreement with TVA regarding adequate assurance (2.7); review and analysis of exhibits for same (0.2); messages with counsel to Winthrop Resources regarding equipment leases (0.2).	CEWAN	3.10	1,116.00
Subtotal For B155 Creditor Inquiries			7.10	\$2,765.00
B160 Employment/Fee Applications				
10/04/2018	Meeting with C. Wang to discuss Morgan Stanley and accountant retention applications (0.2).	DEGOR	0.20	110.00



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<u>Date</u>	<u>Description</u>	<u>Tmkpr</u>	<u>Hours</u>	<u>Amount</u>
Subtotal For B160 Employment/Fee Applications			0.20	\$110.00
B162 Polsinelli Retention				
10/01/2018	Finalize and submit order for retention of Polsinelli.	CEWAN	0.20	72.00
Subtotal For B162 Polsinelli Retention			0.20	\$72.00
B164 Polsinelli Fee Applications				
10/11/2018	Begin to draft Polsinelli's First Interim Fee Application.	JMPUR	3.30	874.50
10/11/2018	Conference with J. Pursiano regarding Polsinelli fee application (0.4); research regarding same (0.3).	CEWAN	0.70	252.00
10/12/2018	Continue to draft Polsinelli's first interim fee application, order and exhibits.	JMPUR	4.10	1,086.50
10/16/2018	Revise the First Interim Fee Application for attorney review.	JMPUR	1.50	397.50
10/18/2018	Review and edit fee application of Polsinelli.	CEWAN	0.80	288.00
10/29/2018	Review and edit Polsinelli fee application.	CEWAN	1.30	468.00
Subtotal For B164 Polsinelli Fee Applications			11.70	\$3,366.50
B170 Other Professional Retention				
10/01/2018	Finalize and submit retention orders for Egerton McAfee, GlassRatner, and BMC Group.	CEWAN	0.80	288.00

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<u>Date</u>	<u>Description</u>	<u>Tmkpr</u>	<u>Hours</u>	<u>Amount</u>
10/04/2018	Review and continue drafting retention application for Morgan Stanley (1.5); review and finish continue proposed order for same (0.8); draft declaration in support of retention application for Morgan Stanley (2.5); research regarding same (0.6); meeting with D. Gordon regarding same (0.2); begin drafting retention application for Coulter and Justus (0.5).	CEWAN	6.10	2,196.00
10/05/2018	Continue drafting retention application for Coulter and Justus (2.5); draft proposed order for same (1.2); draft declaration in support of same (2.1); messages with client regarding same (0.3); review engagement letter for same (0.4).	CEWAN	6.50	2,340.00
10/09/2018	Continue drafting retention application for Coulter and Justus (0.5); messages with Coulter and Justus regarding same (0.3); continue drafting retention application of Morgan Stanley (0.7); messages with Morgan Stanley regarding same (0.2).	CEWAN	1.70	612.00
10/17/2018	Continue drafting declaration in support of retention application of Coulter and Justus (0.9); messages with Coulter and Justus regarding same (0.2).	CEWAN	1.10	396.00
10/19/2018	Edit declaration in support of Morgan Stanley retention (0.5); call with Morgan Stanley regarding same (0.3).	CEWAN	0.80	288.00
10/29/2018	Finalize and file Coulter and Justus retention application.	CEWAN	0.60	216.00
10/31/2018	Call with Morgan Stanley counsel regarding retention (0.2); messages with Morgan Stanley counsel regarding same (0.2).	CEWAN	0.40	144.00
Subtotal For B170 Other Professional Retention			18.00	\$6,480.00

B175 Other Professional Fee Applica

10/19/2018	(GlassRatner Advisory & Capital Group, LLC): Prepare Notice, First Interim Fee Application, Proposed Order and Exhibits B-D in preparation for attorney review.	JMPUR	2.50	662.50
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<u>Date</u>	<u>Description</u>	<u>Tmkpr</u>	<u>Hours</u>	<u>Amount</u>
10/19/2018	(Egerton McAfee): Revise the Fee Application, Proposed Order and Exhibits A, B, C and D and draft Notice of Hearing in preparation for attorney review.	JMPUR	2.50	662.50
Subtotal For B175 Other Professional Fee Applica			5.00	\$1,325.00
B185 Assumption/Rejection of Leases				
10/03/2018	Continue preparing a table of executory contracts for Clarksdale Regional Medical Center.	JMPUR	2.40	636.00
10/04/2018	Continue reviewing, preparing and completing a table of executory contracts for Clarksdale Regional Medical Center for attorney review.	JMPUR	1.60	424.00
10/17/2018	Continue drafting Exhibit to assumption and assignment notice for Amory.	CEWAN	0.50	180.00
10/18/2018	Continue drafting Exhibit to assumption and assignment notice.	CEWAN	0.50	180.00
10/30/2018	Create spreadsheet for tracking objections to the Assumption and Assignment Motion (.6); Review and track SpecialCare Hospital's Objection to Cure Amount (.4).	JMPUR	1.00	265.00
10/30/2018	Review and analysis of procedures for assumption & assignment of executory contracts (0.7); review SpecialCare objection (0.2); conference with SpecialCare counsel regarding same (0.3).	DEGOR	1.20	660.00
10/31/2018	Conference with D. Houston and C. Wang regarding procedures for resolving assumption & assignment objections (0.5).	DEGOR	0.50	275.00
Subtotal For B185 Assumption/Rejection of Leases			7.70	\$2,620.00



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<u>Date</u>	<u>Description</u>	<u>Tmkpr</u>	<u>Hours</u>	<u>Amount</u>
B190 Litigation & Other Contested M				
10/11/2018	Messages with Polestar stay violation issues (0.2); conference with counsel regarding same (0.1); confirm adherence to stay (0.1).	DEGOR	0.40	220.00
Subtotal For B190 Litigation & Other Contested M			0.40	\$220.00
B195 Non-Working Travel				
10/02/2018	Travel to Nashville by car.	CEWAN	3.50	1,260.00
10/03/2018	Return travel from Nashville by car.	CEWAN	3.50	1,260.00
10/15/2018	Non-working travel (2.0).	DEGOR	2.00	1,100.00
10/15/2018	Non-working travel (2.0).	CEWAN	2.00	720.00
10/17/2018	Return travel to Atlanta by car.	CEWAN	3.70	1,332.00
10/22/2018	Non-Working travel (2.0).	DEGOR	2.00	1,100.00
10/24/2018	Non-working travel.	DEGOR	2.00	1,100.00
Subtotal For B195 Non-Working Travel			18.70	\$7,872.00
B210 Business Operations				
10/01/2018	Conference with S. Clapp and Curae team regarding operational and cash management issues (0.7).	DEGOR	0.70	385.00

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<u>Date</u>	<u>Description</u>	<u>Tmkpr</u>	<u>Hours</u>	<u>Amount</u>
10/01/2018	Conference with S. Clapp and Curae team regarding operational and cash management issues (0.7); draft e-mail regarding critical deadlines (0.5); messages with client regarding critical financial deadlines (0.3); review adequate assurance offer of TVA and draft e-mail response (0.8).	CEWAN	2.30	828.00
10/02/2018	Conference with Curae team regarding employee wages and company tax issues (0.7); research tax accountant retention (0.8); review wages motion (0.3); review Russellville loan documents (0.8).	CEWAN	2.60	936.00
10/04/2018	Review Polestar contract (0.8); draft automatic stay violation letter to Polestar (0.9); messages with client regarding same (0.2); conference call with Client and GlassRatner regarding updated budget (0.5); meeting with D. Gordon regarding same (0.3).	CEWAN	2.70	972.00
10/05/2018	Messages with S. Clapp regarding operational issues (0.4).	DEGOR	0.40	220.00
10/05/2018	Review and draft response to TVA's updated request for adequate assurance.	CEWAN	1.30	468.00
10/08/2018	Assessment of emergency options regarding Clarksdale liquidity issues (1.3); review and analysis of cash flow regarding same (1.5) call with county regarding same (0.5); begin drafting Motion regarding same (1.6); research employee retention issues (0.8); review and respond to informal document requests (1.2); continue drafting Morgan Stanley retention application (1.4); draft critical deadlines email (0.3).	CEWAN	8.60	3,096.00
10/08/2018	Assessment of emergency options regarding Clarksdale liquidity issues (2.3); call with county regarding same (0.5); analysis of alternatives to lease rejection strategy (1.6).	DEGOR	4.40	2,420.00
10/09/2018	Consider Clarksdale shut down issues (1.5); call with S. Clapp regarding same (0.7); instruct C. Wang regarding Clarksdale motion (0.1).	DEGOR	2.30	1,265.00

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<u>Date</u>	<u>Description</u>	<u>Tmkpr</u>	<u>Hours</u>	<u>Amount</u>
10/09/2018	Call with S. Clapp regarding Clarksdale shut down issues (0.7); meeting with D. Gordon regarding Clarksdale motion (0.1); call with US Trustee regarding same (0.5).	CEWAN	1.30	468.00
10/10/2018	Work on 6-month CON extension for Alzheimer's Center.	SMANG	0.80	344.00
10/10/2018	Meeting with C. Wang to discuss Clarksdale shut down strategy (0.5); calls with committee regarding same (0.4); review and analysis of shut down budget (0.8); emergency budget meeting with GlassRatner (0.7); analysis of shut down options (1.0).	DEGOR	3.40	1,870.00
10/11/2018	Conference with labor counsel regarding proposed revised WARN Notices (0.3); finalize and revise same (0.4); messages with Curae personnel regarding same (0.4); work on Clarksdale shut down strategy (0.8); revise and revise Clarksdale shut down motion (1.5); messages with committee regarding same (0.2); messages with county regarding same (0.2).	DEGOR	3.80	2,090.00
10/11/2018	Conference call with Mr. Gordon regarding potential WARN notices and strategic options regarding same.	MDNEL	0.40	298.00
10/11/2018	Review and provide recommended revisions to draft notices.	MDNEL	0.80	596.00
10/11/2018	Finalize 6 month extension packet for Mississippi Alzheimer's Holdings CON.	SMANG	1.20	516.00
10/12/2018	Further analysis of Clarksdale shut down issues (0.5); review and analysis of revised budget relating to same (0.5); messages with county counsel regarding same (0.3); review and revision of draft Clarksdale Motion (2.2); review and revision of motion for expedited hearing on same (0.3); attention to filing and service of same (0.4).	DEGOR	4.20	2,310.00
10/16/2018	Conference with S. Clapp regarding Clarksdale transition issues (0.3).	CEWAN	0.30	108.00

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<u>Date</u>	<u>Description</u>	<u>Tmkpr</u>	<u>Hours</u>	<u>Amount</u>
10/16/2018	Conference with S. Clapp to discuss MedHost transition (0.3).	CEWAN	0.30	108.00
10/16/2018	Conference with S. Clapp to discuss MedHost transition (0.3); discussion of same with Committee counsel (0.3).	DEGOR	0.60	330.00
10/16/2018	Conference with S. Clapp regarding Clarksdale transition issues (0.3); review correspondence with county regarding same (0.2).	DEGOR	0.50	275.00
10/17/2018	Analysis of Clarksdale transition options (1.8); conference with S. Clapp regarding same (0.3); conference with county regarding same (0.5).	DEGOR	2.60	1,430.00
10/17/2018	Review adequate assurance proposal of TVA (0.3); draft response to same (0.5); review DACA requirements for bank accounts (0.3); messages with Tim Brown regarding same (0.2); review letters from equipment lessors (0.5); messages with client regarding same (0.3); begin drafting MedHost Motion (1.5).	CEWAN	3.60	1,296.00
10/18/2018	Conference call with the County to discuss Clarksdale situation (0.5); draft proposed transition term sheet (1.2); messages with Curae team regarding same (0.3); conference with Committee regarding same (0.2); circulate term sheet to County, Committee, and ServisFirst (0.3); conferences with Q. Whitwell regarding Clarksdale transition options (0.7); conference with S. Clapp regarding same (0.3); review and revise MedHost Motion (0.6); messages and conference with Committee regarding same (0.3).	DEGOR	3.90	2,145.00
10/18/2018	Conference with Midcap and Tim Brown regarding US Bank (0.5); continue drafting MedHost Motion (3.5); draft proposed order for same (0.6).	CEWAN	4.60	1,656.00

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<u>Date</u>	<u>Description</u>	<u>Tmkpr</u>	<u>Hours</u>	<u>Amount</u>
10/19/2018	Review monthly operating reports (1.1); messages with client and GlassRatner regarding same (0.3); finalize and file Medhost Motion (1.7); draft motion and order for emergency hearing on same (0.8); draft responses to equipment lessor letters (0.8); messages with client regarding same (0.2); draft agenda for October 23 hearing (0.5); draft witness and exhibit list for October 23 hearing (0.5); messages with D. Gordon regarding deadlines for week of October 22 (0.5); draft memorandum regarding same (0.2).	CEWAN	6.60	2,376.00
10/19/2018	Review and revise MedHost Motion (1.2); conference with Committee Counsel regarding same (0.2); conferences and messages with MidCap Counsel regarding same (0.6); review MidCap comments to revised proposed order (0.2); conferences with C. Wang regarding same (0.2).	DEGOR	2.40	1,320.00
10/22/2018	Further review and analysis of Clarksdale Motion (0.8); review and analysis of all objections to same (0.7); conferences with county counsel regarding same (0.3); meeting with Committee to discuss same (0.5).	DEGOR	2.30	1,265.00
10/23/2018	Preparation for meeting with County regarding Clarksdale situation (1.2); conferences with Committee counsel regarding same (1.0); meet with County to discuss resolution of Clarksdale issues (2.5).	DEGOR	4.70	2,585.00
10/24/2018	Draft proposed order on Clarksdale Motion (1.8); review and analysis of committee comments to same (0.3); revise and circulate same (0.4).	DEGOR	2.50	1,375.00
10/25/2018	Review committee comments to Clarksdale Order (0.3); further revision of same (1.0); messages with County counsel regarding same (0.2).	DEGOR	1.50	825.00
10/26/2018	Conference with County counsel regarding Clarksdale Order (0.6); messages with Committee counsel regarding same (0.2).	DEGOR	0.80	440.00
10/29/2018	Continued drafting and negotiation of Clarksdale Order (1.2).	DEGOR	1.20	660.00

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<u>Date</u>	<u>Description</u>	<u>Tmkpr</u>	<u>Hours</u>	<u>Amount</u>
10/29/2018	Messages with client regarding critical deadlines (0.1); messages with client regarding quarterly trustee fees (0.1); review and analysis of patient credit balances (0.8); research regarding same (0.6).	CEWAN	1.60	576.00
10/30/2018	Continued negotiation and revision of Clarksdale Order (2.0); review and analysis of message from AG's office regarding MHAP issues (0.7); follow up with GlassRatner regarding same (0.3).	DEGOR	3.00	1,650.00
10/30/2018	Continued review and analysis of patient credit balances (0.3); draft summary chart regarding same (0.3); conference with S. Clapp regarding same (0.3); conference with S. Clapp and T. Brown regarding cash management issues (0.2); conference with A. McLerran regarding Medicare credit balance report (0.3); draft proposed language regarding same (0.5).	CEWAN	1.90	684.00
10/31/2018	Conference with Committee counsel regarding Clarksdale Order (0.3); conference with ServisFirst counsel regarding same (0.2); conference with County counsel regarding proposed resolution of open issues (0.3).	DEGOR	0.80	440.00
Subtotal For B210 Business Operations			86.90	\$40,626.00
B230 Financing & Cash Collateral				
10/02/2018	Review and analysis of Committee objections to DIP Order (0.8); review DIP Credit Agreement and proposed Final Order as it relates to same (1.2); conference call with MidCap counsel regarding positions on same (0.7).	DEGOR	2.70	1,485.00
10/03/2018	Review notice from Waller.	SJAST	0.20	76.00
10/03/2018	Correspondence with J. Johnson and D. Gordon regarding the same.	SJAST	0.20	76.00

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<u>Date</u>	<u>Description</u>	<u>Tmkpr</u>	<u>Hours</u>	<u>Amount</u>
10/03/2018	Conference with G. Glade regarding DIP and budgeting issues (0.3); call with Committee counsel regarding same (0.5); review draft final DIP Order (0.4); circulate same (0.2).	DEGOR	1.40	770.00
10/03/2018	Review notice of default and e-mail S. Astringer re: same.	JRJOH	0.40	326.00
10/04/2018	Review and analysis of Committee proposed revisions to Final DIP Order (1.6); messages with D. Lemke regarding same. (0.2).	DEGOR	1.80	990.00
10/08/2018	Further review and analysis of proposed Final DIP Order in light of threatened committee objection (2.); call with Committee counsel regarding same (0.3); call with Committee and Midcap regarding same (0.5).	DEGOR	2.80	1,540.00
10/08/2018	Call with Committee counsel regarding proposed final DIP Order (0.3); call with Committee and Midcap regarding same (0.5).	CEWAN	0.80	288.00
10/10/2018	Correspondence with T. Brown and Waller team regarding ServisFirst accounts.	SJAST	0.20	76.00
10/10/2018	Detailed review and analysis of revised proposed DIP Budget (1.5); call with GlassRatner regarding same (0.5); circulate same to Committee and DIP Lender (0.3); follow up regarding same (0.3); call with ServisFirst regarding same (0.5); review committee markup of Final DIP Order (0.5); call with MidCap and Committee regarding same (0.5).	DEGOR	4.10	2,255.00
10/12/2018	Continued negotiation of DIP Order and Budget with MidCap and Committee counsel (1.5).	DEGOR	1.50	825.00
10/13/2018	Continued negotiation of DIP Order and DIP Budget (0.3); circulate revised drafts of same (0.2).	DEGOR	0.50	275.00

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<u>Date</u>	<u>Description</u>	<u>Tmkpr</u>	<u>Hours</u>	<u>Amount</u>
10/15/2018	Conference with S. Clapp regarding DIP Financing and Budget issues (0.5); call with N. Peterman regarding same (0.3); calls with Committee counsel regarding same (0.5); meeting with Committee to go over revised proposed DIP Order (1.5); call with ServisFirst counsel regarding same (0.5); conferences with MidCap counsel regarding same (0.5).	CEWAN	3.80	1,368.00
10/15/2018	Conference with S. Clapp regarding DIP Financing and Budget issues (0.5); call with N. Peterman regarding same (0.3); calls with Committee counsel regarding same (0.5); meeting with Committee to go over revised proposed DIP Order (1.5); call with ServisFirst counsel regarding same (0.5); conferences with MidCap counsel regarding same (0.5).	DEGOR	3.80	2,090.00
10/16/2018	Correspondence with T. Brown and Polsinelli team regarding US Bank DACA.	SJAST	0.10	38.00
10/16/2018	Further meetings with Committee to go over case budget (1.0); conference with D. Lemke regarding same (0.3); messages with N. Pederman regarding Ombudsman issues (0.2); further revisions to draft Final DIP Order (0.8); pre-hearing meeting with Committee and ServiceFirst to discuss same (0.5); follow up hearing with Committee and ServisFirst to discuss next steps (0.8).	DEGOR	3.60	1,980.00
10/16/2018	Further meetings with Committee to go over case budget (1.0); conference with D. Lemke regarding same (0.3); pre-hearing meeting with Committee and ServisFirst to discuss same (0.5); follow up hearing with Committee and ServisFirst to discuss next steps (0.8).	CEWAN	2.60	936.00
10/18/2018	Correspondence with DIP Lender regarding insurance certificates (.2); Correspondence with R. Young regarding the same (.2)	SJAST	0.40	152.00
10/18/2018	Messages with M. Glade regarding budgeting issues (0.2); call with ServisFirst counsel regarding DIP Order (0.3); follow up messages regarding same (0.2).	DEGOR	0.70	385.00



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<u>Date</u>	<u>Description</u>	<u>Tmkpr</u>	<u>Hours</u>	<u>Amount</u>
10/19/2018	Conference with Servisfirst counsel to negotiate DIP Financing issues (0.5).	DEGOR	0.50	275.00
10/22/2018	Correspondence with DIP Lender regarding insurance certificates.	SJAST	0.10	38.00
10/22/2018	Review and analysis of ServisFirst markup to proposed Final DIP Order (1.2); meeting with creditors committee to prepare response to same (0.8); revise same (0.5); messages with MidCap counsel regarding same (0.2).	DEGOR	2.80	1,540.00
10/23/2018	Correspondence with C. Wang regarding insurance certificates.	SJAST	0.10	38.00
10/23/2018	Continued negotiation of DIP Financing with ServisFirst, MidCap, and Committee (1.5); revise and circulate proposed final DIP Order (0.5); review and analysis of revised budget (0.3).	DEGOR	2.30	1,265.00
10/25/2018	Correspondence with D. Gordon regarding insurance certificates and GlassRatner.	SJAST	0.20	76.00
10/30/2018	Prepare for and attend call with MidCap counsel regarding cash management and DIP Loan issues (0.8); follow up messages with GlassRatner regarding same (0.3).	DEGOR	1.10	605.00
Subtotal For B230 Financing & Cash Collateral			38.70	\$19,768.00

B270 Budgeting

10/03/2018	Review Variance Report (0.2); circulate same to notice parties (0.1).	DEGOR	0.30	165.00
10/04/2018	Conference with Curae team regarding updated cash flow forecast and Clarksdale issues (0.5); conference with Committee Counsel and Advisors regarding same (0.5); conference with S. Clapp regarding same (0.2).	CEWAN	1.20	432.00



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<u>Date</u>	<u>Description</u>	<u>Tmkpr</u>	<u>Hours</u>	<u>Amount</u>
10/04/2018	Conference with Curae team regarding updated cash flow forecast and Clarksdale issues (0.5); conference with Committee Counsel and Advisors regarding same (0.5); analysis of strategic options with respect to shut down of Clarksdale (1.2); conference with S. Clapp regarding same (0.2).	DEGOR	2.40	1,320.00
10/05/2018	Messages with M. Glade regarding Clarksdale shortfalls (0.4); conference with committee counsel regarding same (0.3); conference with S. Clapp regarding same (0.2).	DEGOR	0.90	495.00
10/09/2018	Detailed review and analysis of proposed 13 week budget (1.0); meeting with C. Wang regarding same (0.5); messages with Committee counsel regarding same (0.2); messages with MidCap regarding same (0.2); messages with county counsel regarding same (0.4).	DEGOR	2.30	1,265.00
10/09/2018	Detailed review and analysis of proposed budget (1.0); meeting with D. Gordon regarding same (0.5).	CEWAN	1.50	540.00
10/11/2018	Conference with GlassRatner regarding revised budget (0.3); review and analysis of same (0.2); circulate same to committee and DIP Lender (0.2); field follow up questions regarding same (0.2).	DEGOR	0.90	495.00
10/11/2018	Conference with GlassRatner regarding revised budget (0.3).	CEWAN	0.30	108.00
10/22/2018	Conferences with GlassRatner regarding financial projections and potential Clarksdale scenarios and impacts on same (0.8); review and analysis of revised budget (0.5); circulate same (0.3); conference with Committee counsel regarding same (0.5); conference with Committee FA regarding same (0.2).	DEGOR	2.30	1,265.00
10/30/2018	Analysis of current DIP Budget (0.5); messages with Glass Ratner regarding same (0.3).	DEGOR	0.80	440.00
Subtotal For B270 Budgeting			12.90	\$6,525.00



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<u>Date</u>	<u>Description</u>	<u>Tmkpr</u>	<u>Hours</u>	<u>Amount</u>
B290 Schedules/SOFAS/UST Reports				
10/01/2018	Preparation for meeting of creditors (1.5); messages with T. Brown and R. Young regarding same (0.5).	CEWAN	2.00	720.00
10/02/2018	Continued preparation for meeting of creditors.	CEWAN	2.10	756.00
10/03/2018	Final preparation for meeting of creditors (2.5); attendance at same (2.5); conference with D. Gordon regarding same (0.5).	CEWAN	5.50	1,980.00
10/10/2018	Online search with Pacer and obtain copies of Summaries, Schedules and SOFAs for all Debtors (.8); email correspondence to J. Miller attaching same (.5)	JMPUR	1.30	344.50
Subtotal For B290 Schedules/SOFAS/UST Reports			10.90	\$3,800.50
Total Professional Services			303.50	\$131,648.50

Timekeeper Summary

Timekeeper	Title	Hours	Rate	Amount
D.E. Gordon	Shareholder	125.00	550.00	\$68,750.00
M.D. Nelson	Shareholder	1.20	745.00	894.00
J.R. Johnson	Shareholder	0.40	815.00	326.00
S. Astringer	Associate	1.50	380.00	570.00
C. Wang	Associate	150.50	360.00	54,180.00
S.M. Angelette	Associate	2.00	430.00	860.00
J.M. Pursiano	Paralegal	22.90	265.00	6,068.50
Total Professional Charges		303.50		\$131,648.50



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Task Code Summary

Task Code	Description	Hours	Amount
B110	Case Administration	4.50	\$1,363.50
B130	Asset Disposition & Sales	63.80	27,300.00
B140	Relief From Stay/adequate Protection Proceedings	1.60	576.00
B145	Court Hearings	15.20	6,859.00
B155	Creditor Inquiries	7.10	2,765.00
B160	Employment/fee Applications	0.20	110.00
B162	Polsinelli Retention	0.20	72.00
B164	Polsinelli Fee Applications	11.70	3,366.50
B170	Other Professional Retention	18.00	6,480.00
B175	Other Professional Fee Application	5.00	1,325.00
B185	Assumption/rejection Of Leases & Contracts	7.70	2,620.00
B190	Litigation & Other Contested Matters	0.40	220.00
B195	Non-working Travel	18.70	7,872.00
B210	Business Operations	86.90	40,626.00
B230	Financing & Cash Collateral	38.70	19,768.00
B270	Budgeting	12.90	6,525.00
B290	Schedules/sofas/ust Reports	10.90	3,800.50
	Total Professional Charges	303.50	\$131,648.50

Disbursements

Date		Amount
	Postage	\$0.47
08/26/18	Meals David E. Gordon Dinner with associate and co-counsel Marshall Glade, David E. Gordon, Caryn Wang	123.06
08/27/18	Transportation David E. Gordon Curae Health, Inc.	43.70
08/27/18	Meals David E. Gordon Curae Health Inc. - catered lunch Steve Clapp, David E. Gordon, Caryn Wang	89.83
08/27/18	Meals David E. Gordon Dinner with associate David E. Gordon, Caryn Wang	93.12
08/28/18	Transportation David E. Gordon Curae Health, Inc.	43.70
08/28/18	Meals David E. Gordon Curae Health, Inc. David E. Gordon, Caryn Wang	110.63
08/28/18	Meals David E. Gordon Curae Health, Inc. David E. Gordon, Caryn Wang	54.73
08/28/18	Meals David E. Gordon Curae Health, Inc. David E. Gordon	19.67
08/28/18	Meals David E. Gordon Dinner with associate and co-counsel David E. Gordon	4.10
08/28/18	Travel David E. Gordon Curea Health, Inc.	7.95
08/28/18	Travel David E. Gordon Curea Health, Inc.	7.95



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08/29/18	Lodging David E. Gordon Curae Health, Inc. Two nights each for DEG and CEW	1,416.52
08/29/18	Travel David E. Gordon Curae Health, Inc.	7.98
08/29/18	Meals David E. Gordon Curae Health, Inc. David E. Gordon	4.37
08/29/18	Travel David E. Gordon Curae Health Inc.	13.35
08/29/18	Travel David E. Gordon Curae Health, Inc.	7.61
08/29/18	Filing Fees Filing Fees 25067480	27.59
08/29/18	Filing Fees Filing Fees 25067924	27.59
08/29/18	Filing Fees Filing Fees 25068238	27.59
08/29/18	Filing Fees Filing Fees 25068598	27.59
08/29/18	Filing Fees Filing Fees 25068612	27.59
08/29/18	Filing Fees Filing Fees 25068640	27.59
08/31/18	Filing Fees David E. Gordon Curae Health, Inc. Filing Fee	181.00
09/10/18	Meals David E. Gordon Curae Health, Inc. David E. Gordon, Caryn Wang	87.00
09/11/18	Meals David E. Gordon Curae Health, Inc. David E. Gordon, Caryn Wang	21.06
09/11/18	Transportation David E. Gordon Curae Health, Inc.	38.24
09/11/18	Lodging David E. Gordon Curae Health, Inc.	280.95
09/18/18	Transportation David E. Gordon Curae Health, Inc.	273.59
09/25/18	Transportation David E. Gordon Curae Health, Inc.	273.59
09/28/18	Deliveries Invoice Date: 10/06/2018 Amount: 0.83 Tim Brown Curae Health	0.83
09/28/18	Deliveries Invoice Date: 10/06/2018 Amount: 16.40 Tim Brown Curae Health	16.40
10/01/18	Deliveries Georgia Messenger Service Courier Service	53.88
10/02/18	Meals Caryn Wang Curae Health, Inc. Caryn Wang	27.05
10/03/18	Meals Caryn Wang Curae Health, Inc. Caryn Wang	6.12
10/03/18	Meals Caryn Wang Curae Health, Inc. Caryn Wang	9.85
10/03/18	Transportation Caryn Wang Curae Health, Inc.	10.00
10/03/18	Lodging Caryn Wang Curae Health, Inc.	577.60
10/03/18	Transportation Caryn Wang Curae Health, Inc.	286.13
10/09/18	Airfare GORDON/DAVID E 10/09/18 Travel Agent Fees	10.00
10/09/18	Airfare WANG/CARYN 10/11/18 Travel Agent Fees	10.00
10/15/18	Airfare GORDON/DAVID E 10/09/18 Travel Agent Fees	10.00
10/16/18	Meals David E. Gordon Curae Health, Inc. David E. Gordon	53.58
10/17/18	Lodging Caryn Wang Curae Health, Inc. Hearing	562.38
10/17/18	Transportation Caryn Wang Curae Health, Inc. Hearing	70.00
10/17/18	Transportation Caryn Wang Curae Health, Inc. Hearing	279.04
10/19/18	Deliveries Invoice Date: 10/27/2018 Amount: 13.86 Shirley Kennedy Polsinelli	13.86
	Total Disbursements	\$5,366.43

Total Disbursements 5,366.43

Total Current Charges Due **\$137,014.93**



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Statement of Outstanding Invoices

Date	Inv#	Amount	Credit	Payments	Balance*
10/16/18	1585039	\$240,852.96	\$0.00	\$0.00	\$240,852.96
Total of Prior Balance Due					\$240,852.96

*If a payment has already been made, thank you.



1201 West Peachtree Street NW, Suite. 1100, Atlanta, GA 30309 | Phone: (404) 253-6000 www.polsinelli.com

This invoice reflects services performed and expenses incurred on your behalf. Your prompt attention is appreciated. Please contact us immediately to discuss any questions you may have. Thank you for this opportunity to serve you.

Curae Health, Inc.
Steve Clapp
P.O. Box 358
Clinton, TN 37717

November 30, 2018
Invoice No.: 1598135
File No.: 100329-604343

Re: Strategic Options

Invoice Summary

Current Professional Services	\$131,648.50
Current Disbursements	5,366.43
Total Current Invoice - Due Upon Receipt	\$137,014.93
Previous Unpaid Invoices (PLEASE DISREGARD IF ALREADY PAID)	240,852.96
Payments Received	0.00
Total Amount (All unpaid balances are Due Immediately)	<u>\$377,867.89</u>
Trust Balance:	\$100,000.00

Questions regarding payments or accounts, please call **1-877-577-7455** or acctbilling@polsinelli.com.
For other inquiries, please contact **David E. Gordon** at **(404) 253-6000** or dgordon@polsinelli.com.

Please make checks payable to
Polsinelli PC
P.O. Box 878681
Kansas City, MO 64187-8681
Wire Instructions:
US Bank
Acct: **Polsinelli PC**
Acct #: 4343953230
ABA #: 101000187
SWIFT Code - USBKUS44IMT
Please reference Invoice No.

EXHIBIT C

SUMMARY COVER SHEET

Name of applicant	Polsinelli
Name of client	Curae Health, Inc. and Affiliated Debtors
Time period covered by this application	August 24, 2018 through October 31, 2018
Total compensation sought this period	\$ 371,054.00
Total expenses sought this period	\$ 6,813.89
Petition date	8/24/2018
Retention date	8/24/2018
Date of order approving employment	10/5/2018
Total compensation approved by interim order to date	0
Total expenses approved by interim order to date	0
Total allowed compensation paid to date	\$ 0
Total allowed expenses paid to date	\$ 0
Blended rate in this application for all attorneys	\$ 447.33
Blended rate in this application for all timekeepers	\$ 426.40
Compensation sought in this application already paid pursuant to a monthly compensation order but not yet allowed	none
Expenses sought in this application already paid pursuant to a monthly compensation order but not yet allowed	none
Number of professionals included in this application	15
If applicable, number of professionals in this application not included in staffing plan approved by client	
If applicable, difference between fees budgeted and compensation sought for this period	
Number of professionals billing fewer than 15 hours to the case during this period	10
Are any rates higher than those approved or disclosed at retention? If yes, calculate and disclose the total compensation sought in this application using the rates originally disclosed in the retention application	no

Case Name: Curae Health, Inc., et al.
 Case Number: 18-05665
 Applicant's Name: Polsinelli
 Date of Application: 7-Dec-18
 Interim or Final: Interim

UST Form 11-330-E (2013)

EXHIBIT D

SUMMARY OF TIMEKEEPERS

EXHIBIT D

SUMMARY OF TIMEKEEPERS INCLUDED IN THIS FEE APPLICATION

Name	Title	Section	Date of First Admission	Fees Billed (\$)	Hours Billed	Hourly Rate Billed in This Application	Hourly Rate Billed in First Interim Application	Number of Rate Increases Since Case Inception
Dempsey, RP	Shareholder	BU Corporate and Transactional	11/01/2006	5,828.00	12.40	470.00	-	0
Gordon, David E.	Shareholder	FR Bankruptcy and Restructuring	10/01/2006	3,712.50	13.50	275.00	-	0
Gordon, David E.	Shareholder	FR Bankruptcy and Restructuring	10/01/2006	161,315.00	293.30	550.00	-	0
Guy, Bobby	Shareholder	BU Corporate and Transactional	11/01/1994	65.00	0.10	650.00	-	0

Joachim, Mark	Shareholder	FR Capital Markets/Commercial Lending	11/01/1993	1,050.00	1.20	875.00	-	0
Johnson, Jeremy	Shareholder	FR Bankruptcy and Restructuring	11/01/1999	326.00	0.40	815.00	-	0
Johnson, Jeremy	Shareholder	FR Bankruptcy and Restructuring	11/01/1999	18,445.00	21.70	850.00	-	0
Nelson, Mark D.	Shareholder	LE Traditional Labor Relations	11/01/1982	894.00	1.20	745.00	-	0
Smith, Adam W.	Shareholder	FR Capital Markets/Commercial Lending	05/01/1999	590.00	1.00	590.00	-	0
Killebrew, Ralph M.	Shareholder	BU Corporate and Transactional	01/01/1982	767.00	1.30	590.00	-	0

Angelette, Stephen M.	Associate	HC Alignment and Organization	10/01/2010	3,225.00	7.50	430.00	-	0
Astringer, Stephen	Associate	FR Bankruptcy and Restructuring	12/01/2015	17,442.00	45.90	380.00	-	0
Davis, Oliver	Associate	BU Corporate and Transactional	09/01/2012	111.00	0.30	370.00	-	0
Malone, Michael	Associate	LI Commercial Litigation	10/01/2012	1,036.00	2.80	370.00	-	0
Van Leer, Joseph T.	Associate	HC Alignment and Organization	05/01/2011	534.00	1.20	445.00	-	0
Wang, Caryn	Associate	FR Bankruptcy and Restructuring	11/01/2017	2,700.00	15.00	180.00	-	0

Wang, Caryn	Associate	FR Bankruptcy and Restructuring	11/01/2017	126,540.00	351.50	360.00	-	0
Pursiano, Jayne M.	Paralegal	HC Operations		26,473.50	99.90	265.00	-	0
				\$ 371,054.00	870.20	426.40		

EXHIBIT E

CUSTOMARY AND COMPARABLE COMPENSATION DISCLOSURE

EXHIBIT E

CUSTOMARY AND COMPARABLE COMPENSATION DISCLOSURES WITH FEE APPLICATIONS

(See Guidelines C.3. for definitions of terms used in this Exhibit.)

Category of Timekeeper (using categories already maintained by the firm)	BLENDED HOURLY RATE			
	BILLED OR COLLECTED		BILLED	
	Firm or offices for preceding year, excluding bankruptcy		In this fee application	
Shareholder	\$	565.78	\$	557.62
Associate	\$	348.50	\$	357.35
Paralegal	\$	296.98	\$	265.00

All timekeepers averaged	\$	462.93	\$	426.40
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